

Honeywell

Honeywell Automation India Limited
CIN: L29299PN1984PLC017951
Regd. Office: 56 & 57, Hadapsar Industrial
Estate, Pune - 411 013, Maharashtra
Tel: +91 20 7114 8888
E-mail: India.Communications@Honeywell.com
Website: <https://www.honeywell.com/in/en/hail>

October 6, 2023

The Manager – Compliance Department National Stock Exchange of India Limited 'Exchange Plaza' Bandra Kurla Complex, Bandra (East) Mumbai 400051 NSE Symbol: HONAUT	The Manager – Compliance Department BSE Limited Floor 25, P.J. Tower, Dalal Street Mumbai 400001 BSE Scrip Code: 517174
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Dear Sir/Madam,

Sub: Notice of Postal Ballot

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot ('Notice') of Honeywell Automation India Limited ('the Company') dated October 4, 2023, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations, seeking approval of the Members of the Company on the Special business forming part of the Notice.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs as listed in the Notice, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from TSR Consultants Private Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on **Saturday, September 30, 2023** ('Cut-Off date') and whose email addresses are registered with the Company / RTA / Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in the Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-voting system. The remote e-voting shall commence on **Sunday, October 8, 2023 at 9:00 a.m. (IST)** and shall end on **Monday, November 6, 2023 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. 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. The instructions for remote e-voting are provided in the Notes to Notice.

Members whose email addresses are not registered with the Company / Depository Participants, to receive the Notice, may register their email address with the RTA on or before **5:00 p.m. (IST) on Friday, October 27, 2023**. The process for registration of email address is also provided in the enclosed Notice.

The said Notice is also being made available on the website of the Company at <https://www.honeywell.com/in/en/hail> and on the website of NSDL at www.evoting.nsdl.com.

The above is for your information and record.

Yours Sincerely,

For **Honeywell Automation India Limited**

Indu Daryani
Company Secretary and Compliance Officer
FCS No. 9059

Enclosure: As above

Honeywell Automation India Limited

Regd. Office: 56 & 57, Hadapsar Industrial

Estate, Pune - 411 013, Maharashtra

Tel: +91 20 7115 1493

E-mail: India.Communications@Honeywell.com

Website: <https://www.honeywell.com/in/en/hail>

CIN: L29299PN1984PLC017951

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Sunday, October 8, 2023 at 9:00 a.m. (IST)	Monday, November 6, 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 and other applicable regulations 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, each as amended, and in accordance with the applicable requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. (i) 14/2020 dated April 8, 2020, (ii) 17/2020 dated April 13, 2020, (iii) 22/2020 dated June 15, 2020, (iv) 33/2020 dated September 28, 2020, (v) 39/2020 dated December 31, 2020, (vi) 10/2021 dated June 23, 2021, (vii) 20/2021 dated December 8, 2021, (viii) 03/2022 dated May 05, 2022, (ix) 10/2022 and 11/2022 dated December 28, 2022, and (x) 9/2023 dated September 25, 2023 (collectively "MCA Circulars"), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof are annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("Notice").

In compliance with the aforesaid MCA Circulars, this Notice is being sent by Honeywell Automation India Limited ("Company"/"HAIL") only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA")/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In accordance with the provisions of the MCA Circulars, the Company has planned for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. 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 National Securities Depository Limited ("NSDL") for the purpose of providing remote voting facility to its members. The instructions for remote e-voting are provided in the Notes to this Notice.

Members are requested to read the notes to the Notice and instructions for e-voting. Members may further note that the **e-voting commences on Sunday, October 8, 2023 from 9:00 a.m. IST and ends on Monday, November 6, 2023 at 5:00 p.m. IST**. The remote e-voting facility will be disabled by NSDL immediately thereafter and e-voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company ("Board") has appointed Ms. Amruta Rajashri (Membership No. 8957 and CP No. 10411), Partner at Bokil Punde and Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit her report to the Chairman, or any other person authorised by him. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The said Results along with the Scrutinizer's Report will be placed on the Company's website at <https://www.honeywell.com/in/en/hail>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

Special Business:

1. Appointment of Mr. Brian Scott Rudick (DIN: 06759691) as a Non-Executive Director of the Company

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

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, Mr. Brian Scott Rudick (DIN: 06759691) who was appointed as an Additional Director (Non-Executive) of Honeywell Automation India Limited (“the Company”) w.e.f. August 10, 2023 by the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution.”

2. Re-appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director of the Company

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

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), each as amended, Ms. Neera Saggi (DIN: 00501029) who was appointed as an Independent Director of Honeywell Automation India Limited (“the Company”) for a term of 5 (five) consecutive years commencing from February 4, 2019 up to February 3, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a second term of 3 (three) consecutive years on the Board of the Company commencing from February 4, 2024 up to February 3, 2027 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution.”

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) setting out the material facts relating to the aforesaid Resolutions and the relevant details of the Directors seeking appointment/re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from TSR Consultants Private Limited, the Company’s Registrar and Transfer Agent (“RTA”/“TCPL”)/Depositories as on **Saturday, September 30, 2023 (“Cut-Off date”)** and whose email addresses are registered with the Company/RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date i.e. Saturday, September 30, 2023**.
3. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://www.honeywell.com/in/en/hail>, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has provided remote e-voting facility to its Members, to enable them to cast their vote electronically. The

Company has engaged the services of NSDL to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given as Annexure-2 of this Notice. A Member shall only avail this facility as per the instructions provided herein.

5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the Resolution in accordance with the process specified in this Notice.

6. The remote e-voting shall commence on **Sunday, October 8, 2023 from 9:00 a.m. IST and shall end on Monday, November 6, 2023 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 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. **Process for registering e-mail address to receive this Notice electronically and cast vote electronically:**

- i. **Registration of e-mail addresses with RTA:** The Company has made special arrangements with RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to TCPL **on or before 5:00 p.m. (IST) on Friday, October 27, 2023**.

- ii. **Process to be followed for registration of e-mail address is as follows:**

- a. Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- b. Select the name of the Company from the dropdown list: **Honeywell Automation India Limited**.
- c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and email id. Members holding shares in physical form are additionally required to enter one of their share certificate numbers.
- d. System will send OTP on mobile no. and email id.
- e. Enter OTP received on mobile no. and email id.
- f. The system will then confirm the email address for the limited purpose of service of Postal Ballot Notice.

The above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by SEBI.

After successful submission of the email address, NSDL will email a copy of this Notice along with the e-voting user ID and password. In case of any queries regarding e-voting, Members may write to evoting@nsdl.co.in.

However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

9. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified board resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at amruta@bokilandpunde.in with a copy marked to evoting@nsdl.co.in.
10. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e., **Monday, November 6, 2023**, and as if they have been passed at a general meeting of the Members.
11. Relevant documents referred to in the postal ballot notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received at HAIL.InvestorServices@honeywell.com mentioning their name, Folio No./ DP ID and Client ID, until the last date for receipt of votes through e-voting.

12. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, the Company has intimated to its shareholders holding shares in physical mode to comply with the requirements of registration/update of valid PAN, KYC details and Nomination with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the said SEBI Circular. SEBI vide its Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 has extended the last date for submission of PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to December 31, 2023. The forms for updating the aforesaid details are available on the RTA's website at www.tcplindia.co.in.
13. The Scrutinizer shall within two working days from the conclusion of the postal ballot, submit her report of the votes cast in favour or against, through remote e-voting to the Chairman or to any other person as authorized by the Chairman. The said Results along with the Scrutinizer's Report will be placed on the Company's website at <https://www.honeywell.com/in/en/hail>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

By Order of the Board of Directors
For Honeywell Automation India Limited

Registered Office:

56 & 57, Hadapsar Industrial Estate,
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CIN: L29299PN1984PLC017951

Indu Daryani
Company Secretary
FCS No. 9059
Pune, October 4, 2023

EXPLANATORY STATEMENT

[PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013]

The following Statement sets out the material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice:

Item No. 1: Appointment of Mr. Brian Scott Rudick (DIN: 06759691) as a Non-Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Brian Scott Rudick (DIN: 06759691) as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. August 10, 2023, subject to approval of the Members.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), appointment of Mr. Brian Scott Rudick is subject to approval of shareholders of the Company within a time period of three months from the date of appointment. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has in terms of Section 160 of the Companies Act 2013 ("Act") received a notice in writing from a Member proposing his candidature for the office of Director. Mr. Brian Scott Rudick's appointment as a Director of the Company shall be liable to retirement by rotation.

Mr. Brian Scott Rudick has provided his declaration to the Board that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a director.

A brief profile of Mr. Brian Scott Rudick and disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure-1 of this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Brian Scott Rudick on the Board of the Company and accordingly the Board recommends appointment of Mr. Brian Scott Rudick as a Non-Executive Director as proposed in the resolution set out at Item No. 1 for approval by the Members by way of an Ordinary Resolution.

Except for Mr. Brian Scott Rudick and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 2: Re-appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director of the Company

Ms. Neera Saggi was appointed as an Independent Director of the Company by the Members at the 35th Annual General Meeting of the Company held on August 9, 2019 for a period of 5 (five) consecutive years commencing from February 4, 2019 up to February 3, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has on October 4, 2023 approved re-appointment of Ms. Neera Saggi as an Independent Director of the Company for a second term of 3 (three) consecutive years commencing from February 4, 2024 up to February 3, 2027 (both days inclusive), not liable to retirement by rotation, subject to approval of the Members.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, re-appointment of Ms. Neera Saggi is subject to approval of shareholders of the Company within a time period of three months from the date of re-appointment. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has, in terms of Section 160 of the Act received a notice in writing from a Member proposing her candidature for the office of Director. Ms. Neera Saggi will be entitled to coverage under Mediciam Insurance and Accident Insurance, sitting fees for attending the meetings of the Board and its Committees and remuneration by way of commission pursuant to Sections 197 and 198 of the Companies Act, 2013.

The Company has received a declaration from Ms. Neera Saggi confirming that (i) she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties, in terms of Regulation 25(8) of the SEBI Listing Regulations, (iii) she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies, and (iv) she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014,

Honeywell

with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. Further, Ms. Neera Saggi has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

A brief profile of Ms. Neera Saggi and disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure-1 of this Notice.

The Nomination and Remuneration Committee after taking into consideration the skills, expertise and competencies and based on the performance evaluation, has recommended to the Board re-appointment of Ms. Neera Saggi for the aforesaid tenure. The Board is of the opinion that Ms. Neera Saggi fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. Further in the opinion of the Board, Ms. Neera Saggi continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The document containing the terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.honeywell.com/in/en/hail> and shall also be made available for inspection to the Members of the Company. Refer Notes in this regard.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Neera Saggi on the Board of the Company and accordingly the Board recommends the re-appointment of Ms. Neera Saggi as an Independent Director as proposed in the resolution set out at Item No. 2 for approval by the Members by way of a Special Resolution.

Except for Ms. Neera Saggi and/or her relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors
For Honeywell Automation India Limited

Registered Office:

56 & 57, Hadapsar Industrial Estate,
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Indu Daryani
Company Secretary
FCS No. 9059
Pune, October 4, 2023

Annexure-1

Details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings

Name of the Director	Mr. Brian Scott Rudick
Director Identification Number (DIN)	06759691
Date of Birth / Age	April 27, 1970 / 53 years
Date of first appointment on the Board	August 10, 2023
Education Qualification	B.A. in History from the Pennsylvania State University and Juris Doctor from the University of Pittsburgh School of law.
Experience (including expertise in specific functional areas) / Brief Resume	<p>Mr. Brian Scott Rudick is a professional corporate lawyer. He has 25+ years of work experience advising executives on how best to balance risk and reward on key matters and has demonstrated ability to successfully resolve the most complicated, contentious, and meaningful commercial opportunities and disputes.</p> <p>Mr. Brian Scott Rudick is with Honeywell for the past 18 years and is skilled in areas like Legal Management, Licensing and Intellectual Property, Commercial Contracting and Negotiation, Integrity and Compliance, Government Relations, Litigation, Arbitration and Mediation.</p>
Directorship held in other Companies (excluding foreign companies)	NIL
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	NIL
No. of board meetings attended during the year	FY 23-24: 1/1
Terms and Conditions of appointment	As per the Ordinary Resolution set forth at Item No. 1 of this Notice, read with the Explanatory Statement thereto.
Name of the listed entities from which the person has resigned in the past three years	NIL
Remuneration last drawn & sought to be paid	<ul style="list-style-type: none"> • Remuneration during FY 22-23 (₹ in Lakh): Not Applicable • Remuneration sought to be paid: As per the Ordinary Resolution set forth at Item No. 1 of this Notice, read with the Explanatory Statement thereto.
Name of the Director	Ms. Neera Saggi
Director Identification Number (DIN)	00501029
Date of Birth / Age	May 13, 1956 / 67 years
Date of first appointment on the Board	February 4, 2019
Education Qualification	Master of Business Administration, Business Administration and Management, International Centre of Public Enterprise, Ljubljana, Slovenia (Sponsored by GOI – UNDP); Master’s in English Literature, Delhi University; Bachelor of Arts (Hons.), Guwahati University.
Experience (including expertise in specific functional areas) / Brief Resume	Ms. Neera Saggi has over 40 years of extensive and varied experience, both in the public and the private sector. For 28 years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development.

Name of the Director	Ms. Neera Saggi
	<p>Ms. Neera Saggi has a strong network in multiple sectors and with different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce. She was President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14. She was the first woman to be elected in 177 years' history of this oldest Chamber in the country and was its Vice President for the year 2012-13.</p>
<p>Directorship held in other Companies (excluding foreign companies)</p>	<ul style="list-style-type: none"> • GE T&D India Limited • Mahindra Integrated Business Solutions Private Limited • LTIDPL Indvit Services Limited • Adani Green Energy Limited
<p>Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)</p>	<p>Member/Chairperson in the following Committees of:</p> <p>Honeywell Automation India Limited:</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee, Chairperson • Audit Committee, Member • Corporate Social Responsibility Committee, Member • Risk Management Committee, Member <p>GE T&D India Limited:</p> <ul style="list-style-type: none"> • Risk Management Committee, Chairperson • Audit Committee, Member • Nomination and Remuneration Committee, Member • Assets Committee, Member <p>Mahindra Integrated Business Solutions Private Limited:</p> <ul style="list-style-type: none"> • Audit Committee, Member • Nomination and Remuneration Committee, Member <p>LTIDPL Indvit Services Limited:</p> <ul style="list-style-type: none"> • Audit Committee, Member • Nomination and Remuneration Committee, Member • Risk Management Committee, Member • Stakeholders' Relationship Committee, Member • Projects Review Committee, Member <p>Adani Green Energy Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee, Chairperson • Corporate Responsibility Committee, Chairperson • Audit Committee, Member • Nomination and Remuneration Committee, Member
<p>Relationship with other Directors / Manager / Key Managerial Personnel</p>	<p>Not related to any Director/Key Managerial Personnel of the Company.</p>
<p>No. of shares held in the Company either by self or as a beneficial owner</p>	<p>NIL</p>
<p>No. of board meetings attended during the year</p>	<p>FY 22-23: 4/4 FY 23-24: 2/2</p>
<p>Terms and Conditions of appointment</p>	<p>As per the Special Resolution set forth at Item No. 2 of this Notice, read with the Explanatory Statement thereto.</p>
<p>Name of the listed entities from which the person has resigned in the past three years</p>	<p>No resignation from any of the listed companies. Details of completion of tenure as an Independent Director during the last three years:</p> <ul style="list-style-type: none"> • Swaraj Engines Limited: from October 1, 2014 to September 30, 2023. • GE T&D India Limited: Completion of 1st term as an Independent Director on July 25, 2021; re-appointed w.e.f. July 26, 2021.
<p>Remuneration last drawn & sought to be paid</p>	<ul style="list-style-type: none"> • Remuneration during FY 22-23 (₹ in Lakh): <ul style="list-style-type: none"> Sitting fees paid 7.60 Commission Payable 23.10 Total 30.70 • Remuneration sought to be paid: As per the Special Resolution set forth at Item No. 2 of this Notice, read with the Explanatory Statement thereto.

Annexure-2

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 open. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 evoting 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. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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.

- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN 126904 then user ID is 126904001***

- (v) Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- (vi) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (viii) Now, you will have to click on “Login” button.
- (ix) After you click on the “Login” button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

- (i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- (ii) Select "EVEN" of the Company i.e., 126904 to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to amruta@bokilandpunde.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.