

July 19, 2023

BSE Limited
P.J. Towers
Dalal Street
Mumbai 400 001
(Atten:DCS Listing)

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051
(Atten: Manager Listing Department)

Ref: BSE Scrip Code: 543187, NSE Scrip Symbol: POWERINDIA

Dear Sirs,

Notice of the 4th Annual General Meeting

Further to our letter dated July 12, 2023, this is to inform that the 4th Annual General Meeting (AGM) of the Company will be held on Thursday, August 17, 2023 at 11.00 A.M. (IST) through ("VC") / Other Audio-Visual Means ("OAVM"), in compliance with the various General Circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India, the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are enclosing herewith the Notice convening the 4th Annual General Meeting of the Company.

The remote e-voting period commences on Saturday, August 12, 2023 (9.00 a.m. IST) and ends on Wednesday, August 16, 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 10, 2023 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on cut-off date. The AGM Notice inter alia includes the detailed procedure for remote e-voting.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed from August 11, 2023 to August 17, 2023 (both days inclusive) to determine the eligible Members who would be entitled for the payment of Dividend for the financial year ended March 31, 2023, if declared, at the 4th AGM.

The payment of such Dividend, subject to deduction of tax at source, will be made on and from August 18, 2023 to those Members who hold shares in physical form and whose name appears on the Company's Register of Members as holders of Equity Shares on August 10, 2023 and in respect of shares held in electronic form, to the Beneficial Owners of the shares as at the close of business hours on August 10, 2023 as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

The AGM Notice can also be accessed from the website of the Company at <https://www.hitachienergy.com/in/en/investor-relations/general-meetings>

Hitachi Energy India Limited

(Formerly known as ABB Power Products and Systems India Limited)

Registered and Corporate Office:

8th Floor, Brigade Opus, 70/401,
Kodigehalli Main Road, Bengaluru – 560 092,
Phone: 080 68473700
CIN: L31904KA2019PLC121597
www.hitachienergy.com/in

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Hitachi Energy India Limited

(Formerly known as ABB Power Products and Systems India Limited)

Poovanna Ammatanda
General Counsel and Company Secretary

Encl: as above

CC:

- 1.National Securities Depository Ltd.
- 2.Central Depository Services (India) Ltd.
- 3.KFin Technologies Limited – Registrar & Share Transfer Agent

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Notice to the Members

NOTICE is hereby given that the **FOURTH ANNUAL GENERAL MEETING** ('AGM') of the Members of Hitachi Energy India Limited (formerly known as ABB Power Products and Systems India Limited) ("the Company") will be held on Thursday, August 17, 2023 at 11:00 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses and the venue of the Meeting shall be deemed to be the Registered Office of the Company at 8th Floor, Brigade Opus, 70/401, Kodigehalli Main Road, Bengaluru - 560092 to transact the following businesses:

Ordinary Business:

Item No. 1 - Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023:

To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2023, including (i) the Audited Balance Sheet; (ii) Statement of Profit & Loss Account and (iii) the Cash Flow Statement for the year ended on that date together with (iv) the Reports of Board of Directors and the Auditors thereon:

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

"RESOLVED THAT the Audited Financial Statements of the Company as at March 31, 2023, Audited Statement of Profit & Loss Account and Cash Flow Statement for the financial year ended March 31, 2023, the statement of changes in equity, if any, explanatory Notes annexed to or forming part of, the documents referred above and the Report of the Board of Directors and the Auditors attached thereto, be and are hereby received, approved and adopted."

Item No. 2 - Declaration of Dividend:

To declare a dividend on Equity Shares of ₹ 3.40 per Equity Share (170%) face value of ₹ 2.00 each for the financial year ended March 31, 2023:

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

"RESOLVED THAT a final dividend at the rate of ₹ 3.40 (Rupees Three and Paise Forty Only) per equity share of ₹ 2 (Rupees Two only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2023 and that the same be paid as recommended by the Board of Directors of the Company for the financial year ended March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors and/ or any of the Key Managerial Personnel of the Company for the time being, be and are hereby authorized severally to do all acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this Resolution."

Item No. 3 – Re-appointment of Mr. Ismo Antero Haka (DIN: 08598862), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

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

"RESOLVED THAT Mr. Ismo Antero Haka (DIN: 08598862), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Special Business:

Item No. 4 - Approval of remuneration payable to the Cost Auditors of the Company for the financial year 2023-24:

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 20,75,000 (Rupees Twenty Lakhs and Seventy Five Thousand only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of an audit to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No.100392) appointed as Cost Auditors, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Item No. 5 - Increase in the Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013:

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

"RESOLVED THAT and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made thereunder and Article 114 of the Articles of Association of the Company and in supersession of all the earlier Resolutions, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow money as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/ authorities, either in rupees or in such other foreign currencies as

may be permitted by law from time to time, as may be deemed appropriate by the Board, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business including issuing Corporate Guarantees) shall not exceed at any point in time a sum equivalent to ₹ 6,500 Crores (Rupees Six Thousand Five Hundred crores only) consisting of ₹ 1,500 Crores towards fund based limits and ₹ 5,000 Crores towards non-fund based borrowings facilities over and above the aggregate, of the paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and/or any of the Key Managerial Personnel of the Company for the time being, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Companies Act, 2013."

Item No. 6 – Appointment of Ms. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Meena Ganesh (DIN: 00528252), who has been appointed by the Board of Directors, based on recommendation of Nomination and Remuneration Committee, as an Additional Director under Section 161 of the Act and who holds office up to the ensuing Annual General Meeting and qualifies for being appointed as Independent Director, 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 appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years effective from May 24, 2023 to May 23, 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Meena Ganesh (DIN: 00528252) shall be entitled to receive such fees and remuneration by way of commission as permitted to be received in the capacity Non-Executive, Independent Director under the Act and

Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or any of the Key Managerial Personnel of the Company for the time being, be and are hereby authorized severally to do all acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this Resolution."

By Order of the Board of Directors

For **Hitachi Energy India Limited**

(formerly known as ABB Power Products and Systems India Limited)

Poovanna Ammatanda

General Counsel & Company Secretary

FCS-4741

Place: Bengaluru

Date: July 11, 2023

Registered Office:

8th Floor, Brigade Opus, 70/401,

Kodigehalli Main Road, Bengaluru - 560092

CIN: L31904KA2019PLC121597

Phone: 080 68473700

Notes:

1. This AGM is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the Ministry of Corporate Affairs (MCA) issued Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022 and Circular No. 10/2022 dated 28th December 2022 ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circulars"), which allows the companies to hold AGMs through VC/ OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Director/s for seeking appointment/re-appointment.

3. In compliance with the MCA Circulars and SEBI Circulars, this AGM Notice along with the Annual Report for the financial year ended March 31, 2023 is sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / their Depository Participants. The AGM Notice and Annual Report of the Company are made available on the Company's website a <https://www.hitachienergy.com/in/en/investor-relations/general-meetings#annual-report> and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - <https://www.nseindia.com/>. The Company has published a Public Notice by way of advertisement in the Kannada Language, the principal vernacular language of Karnataka and in the English language in an English newspaper with the required details of the 4th AGM for information of the Members.
4. A Member entitled to attend and vote at the Meeting, is entitled to appoint one or more proxies (the proxy need not be a member of the Company to attend and vote instead of himself/herself). Since this AGM is being held through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In the case of joint holders attending the AGM, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
7. The Company has availed the services of National Securities Depository Limited (NSDL), as the authorised agency for conducting the AGM through VC/OAVM and providing an e-voting facility. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's e-Voting website at <https://www.evoting.nsdl.com>. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
8. The Registers of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members electronically during Annual General Meeting.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members electronically during the Annual General Meeting.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from August 11, 2023 to August 17, 2023 (both days inclusive) for the purpose of the Annual General Meeting and dividend. The cut-off date for voting through remote e-voting and voting at the AGM venue

is Thursday, August 10, 2023, and the record date for the dividend is Thursday, August 10, 2023.

11. The Company is proposing a dividend for the financial year ended March 31, 2023. Also, this being the fourth financial year of the Company, there was no requirement to transfer any dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, there was no requirement to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to IEPF Authority as notified by the Ministry of Corporate Affairs. As the Company was incorporated on February 19, 2019, it may be noted that there is no Unclaimed Dividend lying in IEPF Account.

Pursuant to the Scheme of Arrangement (Demerger), 1,07,421 Equity shares were allotted directly to the IEPF account and a dividend of ₹ 3,19,502 (after deduction of taxes) was also paid and deposited directly into the IEPF account after 3rd AGM. The concerned Members/claimants may claim the shares and corresponding dividend amount (declared for FP 2021-22) by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee and documents as decided/prescribed by it from time to time.

It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member's account on time.

The details of the unclaimed dividend including fractional shares amount transferred directly into IEPF account and Equity shares directly allotted to IEPF pursuant to Scheme of Demerger are available on the Company's website at <https://www.hitachienergy.com/in/en/investor-relations/>. Members are requested to contact KFin Technologies Limited (KFintech), Unit: Hitachi Energy India Limited (formerly known as ABB Power Products and Systems India Limited), Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032, Telangana, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed/unpaid dividends, aforementioned fractional shares sold amount and equity shares.

Due dates for transfer to IEPF are as under:

Type	Declaration / Sale Date	Due Date
Transfer of unclaimed Fractional shares amount (arising of fractional shares sold in the Financial Year January to December 2020)	July 27, 2020	September 30, 2027
Transfer of unclaimed/unpaid dividends and corresponding Equity shares for the Financial Year January to December 2020	May 27, 2021	July 31, 2028
Transfer of unclaimed/unpaid dividends and corresponding Equity shares for the Financial Period January 2021 to March 2022	July 22, 2022	September 26, 2029

12. In terms of the provisions of Section 152 of the Act, Mr. Ismo Antero Haka (DIN: 08598862), retires by rotation at the Meeting. Mr. Ismo Antero Haka is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Businesses set out under AGM Notice except to the extent of equity shares held by them, if any.

13. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, email id, bank account details, nomination, signature, etc., either to the Company's Registrar and Share Transfer Agents ("RTA"), KFin Technologies Limited ("KFin/KFintech") at the address captured under "Information at a glance" or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.

To enhance the ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., for the issue of duplicate shares, claim from Unclaimed suspense account, renewal/exchange of securities certificate, endorsement, Subdivision / Splitting of securities certificate, Consolidation of securities certificates/folios, share transfer, share transmission, share transposition, issue of duplicate shares, deletion of a name, correction of name, etc.). Hence, the Members holding shares in physical form are requested to consider converting their holdings in a dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.

As per Regulation 40 of SEBI Listing Regulations, as amended with effect from April 1, 2019, SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.

SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details against folio / demat account.

PAN is also required to be updated for participating in the securities market, deletion of the name of the deceased holder and transmission/ transposition of shares. As per the applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details, by 31st March 2023 or any other date specified by the Central Board of Direct Taxes.

Members are requested to submit PAN, contact, Bank account, nomination details and specimen signature (as applicable) to their DP in case of holding in dematerialised form or to the Company and/ or to RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <https://www.hitachienergy.com/in/en/investor-relations#-p-revised-process-for-updation-of-details-for-physical-sharehol> in case of holdings in physical form.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the KFintech or make changes to their nomination details through Form SH-14 and Form ISR-3.

In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant details/forms, please visit the following - <https://www.hitachienergy.com/in/en/investor-relations#-p-revised-process-for-updation-of-details-for-physical-sharehol>

Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only.

Members holding shares in physical form are requested to intimate such changes to the Company and/ or to RTA [through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable)].

Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with the share certificates so as to enable the Company to consolidate their holdings into one folio.

14. As a part of the green initiative and as mandated by SEBI, the Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses with their DPs in case the shares are held by them in electronic form and with KFin Technologies Limited ("KFin/KFintech") in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/ RTA will be sent to the registered e-mail address.

15. The members/investors may write their queries, if any to the Company's Registrar and Share Transfer Agents' e-mail ID: einward.ris@kfintech.com or to the Company's designated/ exclusive e-mail investors@hitachienergy.com.

16. All documents referred in the accompanying Notice and Statement setting out material facts will be available for Members inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an e-mail to: investors@hitachienergy.com.

17. 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 statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

18. Since the AGM is being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

Speaker Shareholder:

19. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at

investors@hitachienergy.com between Thursday, August 10, 2023 (9.00 a.m. IST) and Monday, August 14, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

20. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by sending email at investors@hitachienergy.com between Thursday, August 10, 2023 (9.00 a.m. IST) and Monday, August 14, 2023 (5.00 p.m. IST) from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number. Such questions by the Members shall be suitably replied by the Company.

21. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first-come-first-served basis. However, the participation of members holding 2% or more shares, Promoters, and Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served basis.

22. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM and vote at the AGM through VC/OAVM, if not already voted remotely.

“The Resident Non-Individual Members such as Insurance Companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before the aforesaid timelines.”

23. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Remote e-Voting before/during the AGM:

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR (as amended) and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company

and becomes member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, August 10, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000. In case of Individual shareholders holding securities in demat mode who acquire shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, August 10, 2023, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.

- c. The remote e-Voting period commences 9.00 a.m. IST on Saturday, August 12, 2023 and ends at 5.00 p.m. IST on Wednesday, August 16, 2023. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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 i.e., Thursday, August 10, 2023.
- d. Members will be provided with the facility for voting through the electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- e. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

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 and joining the virtual meetings for Individual shareholders holding securities in demat mode:

In terms of the SEBI Circular dated December 9, 2020 on the 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 advised to update their mobile number and email Id in their demat accounts in order to access the 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.	<p>1. 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.</p> <p>2. 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</p> <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/Creditor’ 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;"> <div style="text-align: center;"> <p>APP STORE</p>  </div> <div style="text-align: center;"> <p>GOOGLE PLAY</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 user 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 e-Voting 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. 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 toll free no.: 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 022- 23058738 or 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.

<ol style="list-style-type: none"> 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/Creditor' section. 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. 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 is 101456 then user ID is 101456001***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p> <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>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.</p> <p>b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>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.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>	

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to: cs.skannan@gmail.com with a copy marked to evoting@nsdl.co.in The scanned image of the above mentioned documents should be in the naming format "Hitachi Energy India Limited's 4th Annual General Meeting". 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.
- 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.
- 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre or Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@hitachienergy.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@hitachienergy.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned

above for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS RELATED TO THE PAYMENT OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023:

24. The dividend as recommended by the Board of Directors of the Company, if declared by the Members at the AGM, will be paid after applicable deduction of tax on and from Friday, August 18, 2023, to those Members whose name stand registered on the Company's Register of Members:
 - (a) To all the Beneficial Owners as at the end of the day on Thursday, August 10, 2023 as per the list of beneficial owners to be furnished by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of shares held in dematerialised form;
 - (b) To all the Members after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Thursday, August 10, 2023.
25. **Procedure to be followed by the Members for updation of PAN, tax declaration and other details for receipt of dividend (whenever declared):**

Effective April 1, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend payable to shareholders at the prescribed rates. A Resident individual shareholders having valid PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to einward.ris@kfintech.com on or before Friday, August 4, 2023 (upto 5:00 pm IST). Further, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2023-24 does not exceed ₹5,000. Shareholders may note that in

case PAN is not updated with the Depository Participant/ Registrar of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates by submitting the following documents:

- Copy of PAN card, if any, allotted by the Indian Income Tax Authorities duly self-attested by the member
- Copy of Tax Residency Certificate [TRC] for the FY 2023-24 obtained from the revenue authorities of country of tax residence duly attested by the member
- Self-Declaration in Form 10-F
- No-PE [permanent establishment] certificate
- Self-Declaration of beneficial ownership by the non-resident shareholder
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The members/shareholders are required to provide above documents/declarations by sending an E-mail to einward.ris@kfintech.com on or before Friday, August 4, 2023 (upto 5:00 pm IST). The Shareholders in the category of Mutual Funds are required to submit their respective SEBI Registration Certificates to einward.ris@kfintech.com on or before Friday, August 4, 2023 (upto 5:00 pm IST). The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable Surcharge and Cess.

Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA – KFin Technologies Limited, latest by August 4, 2023:

- (a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:
 - (i) Name of Bank and Bank Branch;
 - (ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - i) 11-digit IFSC Code.
 - ii) 9 digit MICR Code.
- (b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- (c) Self-attested copy of the PAN Card; and
- (d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

26. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

27. Members are requested to address all correspondence to the Company Secretary or to the KFin at the address mentioned hereunder:

To the Company:

Mr. Poovanna Ammatanda
 General Counsel and Company Secretary
 Hitachi Energy India Limited
 CIN: L31904KA2019PLC121597
 Registered office: 8th Floor, Brigade Opus 70/401, Kodigehalli
 Main Road, Bengaluru-560092
 Phone no: +91 80 6847 3700
 Website: www.hitachienergy.com/in
 Email: investors@hitachienergy.com

To the Registrar & Share Transfer Agents:

KFin Technologies Limited
 Unit: Hitachi Energy India Limited
 Selenium Tower B, Plot 31 & 32, Financial District,
 Nanakramguda, Serilingampally Mandal, Hyderabad - 500
 032, Telangana.
 Toll free number: 1- 800-309-4001
 Website: <https://www.kfintech.com> and / or
<https://ris.kfintech.com/>
 Email id: einward.ris@kfintech.com

28. Other points:

- I. The Board of Directors has appointed Mr. S Kannan, (Membership No. FCS 6261/CP No. PCS 13016), Practicing Company Secretary and in his absence Mr. B L Vinay, Practicing Company Secretary, Bengaluru, (Membership No. A26638 and CP No. PCS 10760), Bengaluru as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- II. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting and votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding two working days from the conclusion of the meeting submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, or any other person authorized by him in writing for counter signature.
- III. The Results shall be declared either by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM

date subject to receipt of the requisite number of votes in favour thereof.

IV. Promptly after declaration of results, the same will be communicated to BSE Limited (“BSE”), National Stock

Exchange of India Limited (“NSE”) (together called as “Stock Exchanges”), Depositories, Registrar and Transfer Agents being KFin Technologies Limited and would also be displayed on the Company’s website <https://www.hitachienergy.com/in/en> and at its registered office.

V. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

Information at a glance	
Particulars	Information
Time and date of 4 th AGM	Thursday, August 17, 2023 at 11:00 am
Mode	Video Conference and Other Audio-Visual Means (VC/OAVM)
Participation through VC/OAVM	Refer instructions above
Helpline number for Remote e-voting participation	022 4886 7000 / 022 2499 7000
Cut-off date for remote e-voting/ voting at AGM and for dividend	Thursday, August 10, 2023
Remote E-voting start time and date	Saturday, August 12, 2023, at 9:00 am (IST)
Remote E-voting end time and date	Wednesday, August 16, 2023 at 5:00 pm (IST)
E-voting facility after conclusion of AGM	Members who have not exercised voting through remote e-voting can exercise voting immediately after conclusion of AGM
E-voting website of NSDL for remote e-voting	https://www.evoting.nsdl.com/
Name, address and contact details of Registrar and Transfer Agent	Ms. Shobha Anand Deputy Vice President KFin Technologies Limited, Unit: Hitachi Energy India Limited (formerly known as ABB Power Products and Systems India Limited) Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad - 500032. Contact details: e-mail ID: einward.ris@kfintech.com Contact number: toll free no. 1- 800-309-4001
Name and contact details of e-voting and VC/OAVM service provider	National Securities Depository Limited (NSDL) Toll free number: 022 4886 7000 / 022 2499 7000 e-mail ID: evoting@nsdl.co.in

For **Hitachi Energy India Limited**
(formerly known as ABB Power Products and Systems India Limited)

Poovanna Ammatanda
General Counsel & Company Secretary
FCS-4741

Place: Bengaluru
Date: July 11, 2023

Registered Office:
8th Floor, Brigade Opus, 70/401,
Kodigehalli Main Road, Bengaluru - 560092
CIN: L31904KA2019PLC121597
Phone: 080 68473700

Explanatory Statement

Setting out material facts under Regulation 36(5) of the Listing Regulations and Section 102 of the Companies Act, 2013

Item No. 4:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Ashwin Solanki & Associates, Cost Accountant (Registration No: 100392) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires to be approved by the Members of the Company.

Accordingly, approval of the Members is sought as referred to in the Resolution No. 4 of the Notice for the payment of the remuneration amounting to ₹ 20,75,000 (Rupees Twenty Lakhs and Seventy Five Thousand only) for Cost Audit plus applicable taxes and out of pocket expenses incurred during the course of audit for the financial year ending March 31, 2024.

The Board of Directors recommends the Resolution for approval of Members as an Ordinary Resolution as set out in Resolution No. 4 of the accompanying Notice.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Resolution No. 4 of the Notice.

Item No. 5:

The Members had, vide their Resolution dated May 27, 2022 accorded approval for borrowing upto ₹ 6,000 Crores (Rupees Six Thousand Crores only) consisting of ₹ 5,000 Crores towards non-fund based and ₹ 1,000 Crores towards fund based limits from its Bankers/Financial Institutions or from any one for operations of the Company.

Given the likely increase in business opportunities, the Board of Directors at their Meeting held on May 24, 2023 has provided their approval and recommended the same to the Shareholders to increase the existing limit from ₹ 6,000 Crores to ₹ 6,500 Crores by enhancing the fund based limit by ₹ 500 Crores. As a result, the revised limits would be ₹ 6,500 Crores (Rupees Six Thousand Five Hundred crores only) consisting of ₹ 1,500 Crores towards fund based limits and ₹ 5,000 Crores towards non-fund based borrowings facilities.

Section 180 of the Companies Act, 2013 provides that consent of the Members of the Company is required to be secured for borrowing in excess of its paid-up Share Capital, free reserves and securities premium (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business). Since, the proposed borrowing exceeds the paid-up Share Capital, free reserves and securities premium of the Company, approval of the Members of the Company is sought by way of a Special Resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Copy of the Articles of Association of the Company as mentioned in the Resolution will be available for Members inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon up to the date of the Annual General Meeting. Members seeking to inspect, can send an e-mail to investors@hitachienergy.com

Item No. 6:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their Meeting held on May 24, 2023, appointed Ms. Meena Ganesh (DIN: 00528252), as an Additional Director of the Company and also as an Independent Director in terms of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and amendments thereto [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], to hold office for a term of 5 (five) consecutive years effective from May 24, 2023 to May 23, 2028, not liable to retire by rotation and subject to the approval of the Shareholders.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

Ms. Meena Ganesh has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

Further, the Company has also received following declarations/confirmations from her:

- i. consent in writing to act as Director;
- ii. declaration that she is not disqualified under section 164(2) of the Act; and
- iii. declaration to the effect that she is not debarred from holding the office of Director pursuant to any order issued by the SEBI.

In terms of Regulation 25(8) of Listing Regulations, Ms. Meena Ganesh has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge the duties.

In the opinion of the Board, Ms. Meena Ganesh possesses the relevant expertise/experience, and meets the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Meena Ganesh on the Board of the Company and accordingly, the Board recommends the appointment of Meena Ganesh as an Independent Director as proposed in the Resolution no. 6 for approval by the Shareholders as a Special Resolution.

Except for Ms. Meena Ganesh and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company <https://www.hitachienergy.com/in/en/investor-relations/board-of-directors> and is available for inspection.

For Hitachi Energy India Limited

(formerly known as ABB Power Products and Systems India Limited)

Poovanna Ammatanda

General Counsel & Company Secretary
FCS-4741

Place: Bengaluru

Date: July 11, 2023

Registered Office:

8th Floor, Brigade Opus, 70/401,
Kodigehalli Main Road, Bengaluru - 560092
CIN: L31904KA2019PLC121597
Phone: 080 68473700

Annexure I to AGM Notice

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 4TH ANNUAL GENERAL MEETING [PURSUANT TO SECRETARIAL STANDARD 2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Name of the Director	Mr. Ismo Antero Haka	Ms. Meena Ganesh			
DIN	08598862	00528252			
Date of Birth & Age	May 16, 1963 (60 Years)	August 31, 1963 (60 Years)			
Nationality	Finnish	Indian			
Date of Appointment on the Board	February 25, 2021	May 24, 2023			
Qualifications	M.Sc. in Economics from the Hanken School of Economics, Finland.	PGDM from IIM Calcutta and graduate degree in Physics from the Madras University.			
Expertise in specific functional area	Power grid business and please refer information mentioned above and brief profile section.	Diverse business knowledge and please refer information mentioned in brief profile section.			
Shareholding in the Company	NIL	NIL			
Directorship held in other companies	<ol style="list-style-type: none"> Hitachi Energy Sweden AB Hitachi Energy (China) Ltd 	<ol style="list-style-type: none"> CRM Holdings Private Limited Healthvista India Limited Portea Medical Private Limited Ezeesmart Education Private Limited Takecare Technology Private Limited Qtrove Services Private Limited Hygiene Bigbite Private Limited Starvista Celebrities Private Limited Curated Marketplaces Private Limited Rocket Logistics Private Limited Pfizer Limited Procter & Gamble Hygiene and Healthcare Limited Axis Bank Limited 			
Committee positions held in other companies	NIL	S. No.	Name of Company	Name of the Committees	Position (Member / Chairperson)
		1.	Pfizer Limited	Nomination & Remuneration Committee	Member
		2.	Pfizer Limited	Risk Management Committee	Member
		3.	Procter & Gamble Hygiene and Healthcare Limited	Audit Committee	Member
		4.	Procter & Gamble Hygiene and Healthcare Limited	Risk Management Committee	Member
		5.	Axis Bank Limited	Audit Committee	Member
		6.	Axis Bank Limited	Nomination & Remuneration Committee	Chairperson
		7.	Axis Bank Limited	Corporate Social Responsibility Committee	Member

		8.	Healthvista India Limited	Nomination & Remuneration Committee	Member
		9.	Healthvista India Limited	Audit Committee	Member
		10.	Healthvista India Limited	Risk Management Committee	Member
		11.	Healthvista India Limited	Corporate Social Responsibility Committee	Member
		12.	Healthvista India Limited	IPO Committee	Chairperson
Number of Board Meetings attended during the financial year 2022-23	During the financial year 2022-23, he has attended all 4 Board meetings.	Not applicable since the appointment is effective from May 24, 2023.			
Relationships with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any other Director and / or Key Managerial Personnel of the Company.	She is not related to any other Director and / or Key Managerial Personnel of the Company.			
Remuneration details (last drawn remuneration including Sitting Fees & Commission)	Not drawing any remuneration or commission or sitting fees in the capacity of Director from the Company.	Not Applicable			
Details of remuneration sought to be paid	NIL	Not Applicable			
Occupation	Service	Service			

Brief Profile	<p>Mr. Ismo Antero Haka is the Non-Executive and Non-Independent Director of the Company. Ismo Haka is the CFO of Hitachi Energy Ltd. Before this, he held numerous senior financial positions in ABB: CFO of ABB Power Grids (2016-2020); CFO of Power Products Division (2012-2016) which was then merged into the Power Grids Division; North America Regional and USA Country CFO (2008-2012) and Process Automation Division CFO (2004 to 2008).</p>	<p>Ms. Meena Ganesh is the Co-founder & Chairperson of Portea Medical (www.portea.com), India's leading and home healthcare company, which she co-founded in July 2013. The company has 3000+ employees and operations across 20+ cities in India, and brings in-home to patients, the full range of geriatric, chronic, post-operative care as well as allied healthcare services. As a partner of the platform, Growthstory.in, one of India's largest entrepreneurship platforms, she is also co-promoter of nearly a dozen, new-age Internet/ Technology enabled start-ups namely Bigbasket, Bluestone, HomeLane, and Verloop.io.</p> <p>Meena's career spans across organisations such as TutorVista, Pearson Education Services, Tesco Hindustan Service Centre, CustomerAsset, Microsoft India, PWC and NIIT. Meena serves on the Board of Pfizer India, P&G Health & Hygiene Limited and Axis Bank.</p> <p>Meena has been recognized by Forbes Asia – 50 Over 50 (2022) for shattering age and gender norms all over the globe and also featured in the list of Top 20 Outstanding Female Business Leaders by Forbes Asia 2021. She has been part of Fortune India's 50 'Most Powerful Women in Business' for seven consecutive years (2015 - 2021).</p>
Key terms and conditions of appointment	<p>He is a Non-Executive, Non-Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act and SEBI Regulations and other applicable laws.</p>	<p>She is appointed as Non-Executive, Non-Independent Director of the Company. She is required to comply with the applicable provisions of the Companies Act and SEBI Regulations and other applicable laws.</p>

By Order of the Board of Directors
For **Hitachi Energy India Limited**
(formerly known as ABB Power Products and Systems India Limited)

Poovanna Ammatanda
General Counsel & Company Secretary
FCS-4741

Place: Bengaluru
Date: July 11, 2023

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