

June 25, 2022

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

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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 3<sup>rd</sup> Annual General Meeting**

Further to our letter dated May 27, 2022, this is to inform that the 3<sup>rd</sup> Annual General Meeting (AGM) of the Company will be held on Friday, July 22, 2022 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 3<sup>rd</sup> Annual General Meeting of the Company.

The remote e-voting period commences on Sunday, July 17, 2022 (9.00 a.m. IST) and ends on Thursday, July 21, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. July 15, 2022 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.

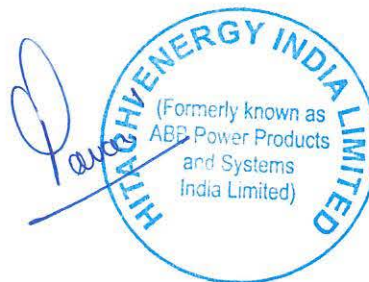
Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed from July 16, 2022 to July 22, 2022 (both days inclusive) to determine the eligible Members who would be entitled for the payment of Dividend for the financial period ended March 31, 2022, if declared, at the 3<sup>rd</sup> AGM.

The payment of such Dividend, subject to deduction of tax at source, will be made on and from July 25, 2022 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 July 15, 2022 and in respect of shares held in electronic form, to the Beneficial Owners of the shares as at the close of business hours on July 15, 2022 as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

**Hitachi Energy India Limited**

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

**Registered and Corporate Office:**  
8<sup>th</sup> Floor, Brigade Opus, 70/401,  
Kodigehalli Main Road, Bengaluru – 560 092,  
Phone: 080 68473700, 080 22041800  
CIN: L31904KA2019PLC121597  
[www.hitachienergy.com/in](http://www.hitachienergy.com/in)



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

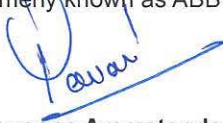
Kindly take the same on your records.

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



# Notice to the Members

NOTICE is hereby given that the **THIRD 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 Friday, July 22, 2022 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 8<sup>th</sup> 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:

To receive, consider and adopt the financial statements, namely, (i) the Audited Balance Sheet as at March 31, 2022, (ii) the Audited Statement of Profit & Loss Account for the financial period ended on that date, (iii) the Cash Flow Statement for the financial period ended on that date, (iv) statement of changes in Equity, if any, (v) an Explanatory Note annexed to, or forming part of, the documents referred to in (i) to (iv) above and the Reports of Board of Directors and the Auditors thereon.

### Item No. 2 - Declaration of Dividend:

To declare a final dividend of INR 3/- per Equity Share face value of INR 2/- each for the financial period 2021-22.

### Item No. 3 - Appointment of a Director:

To appoint a Director in place of Mr. Achim Michael Braun (DIN: 08596097), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

## Special Business:

### Item No. 4 - Approval of remuneration payable to the Cost Auditors of the Company for financial year 2022-23:

To consider and, if thought fit, to give your assent or dissent to the following **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 INR 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 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, 2023, 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 - Re-appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company:

To consider and, if thought fit, to give your assent or dissent to the following **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the Articles of Association of the Company, Mr. Mukesh Hari Butani (DIN: 01452839), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from December 24, 2022 to December 23, 2027 and who shall not be liable to retire by rotation.

**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 jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard."

**Item No. 6 - Re-appointment of Ms. Akila Krishnakumar (DIN: 06629992) as an Independent Director of the Company:**

To consider and, if thought fit, to give your assent or dissent to the following **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the Articles of Association of the Company, Ms. Akila Krishnakumar (DIN: 06629992), Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from December 24, 2022 to December 23, 2027 and who shall not be liable to retire by rotation.

**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 jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

**Item No. 7 - Re-appointment of Ms. Nishi Vasudeva (DIN: 03016991) as an Independent Director of the Company:**

To consider and, if thought fit, to give your assent or dissent to the following **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the Articles of Association of the Company, Ms. Nishi Vasudeva (DIN: 03016991), Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and who

is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from December 24, 2022 to December 23, 2027 and who shall not be liable to retire by rotation.

**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 jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

**Item No. 8 - Re-appointment of Mr. Nuguri Venu (DIN: 07032076) as Managing Director (MD) and Chief Executive Officer (CEO) of the Company:**

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and the Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Nuguri Venu (DIN: 07032076), as Managing Director and CEO of the Company for a further period of five years commencing from December 2, 2022 to December 1, 2027 (both days inclusive) on the terms and conditions including remuneration set out in the Agreement dated May 27, 2022 between the Company and Mr. Nuguri Venu and as detailed out in the explanatory statement attached to the notice and the Board be and is hereby authorized to alter, vary or modify his terms of appointment (including remuneration) as may be agreed upon with Mr. Nuguri Venu, subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the said Act, the remuneration payable or granted to Mr. Nuguri Venu as the Managing Director by way of salary, perquisites, commission and other allowances, shall not exceed 5% of the net profits of the Company and if there is more than one Whole-time Director, the remuneration to such Directors shall not exceed 10% of the net profit to all such Directors taken together.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Nuguri Venu, as Managing Director and CEO, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Schedule V to the said Act.

**RESOLVED FURTHER** 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 jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

**Item No. 9 - Commission to Independent Directors of the Company:**

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Article 91 of the existing Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for payment of remuneration by way of commission to the Independent Directors of the Company, an amount not exceeding in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, for a period of five financial years commencing from April 1, 2022 to March 31, 2027, in such manner and proportion as may be recommended by the Nomination and Remuneration Committee and determined by the Board of Directors from time to time.”

**Item No. 10 – Appointment of Branch Auditors of the Company:**

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors/ Audit Committee be and is hereby authorised to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened/ acquired hereafter, outside India, any person(s)/ firm(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration.”

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 : May 27, 2022

Registered Office:  
8<sup>th</sup> 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 General Circular number 21/2021 dated 14.12.2021 and 2/2022 dated 05.05.2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/ CIR/P/2021/11, dated 15.01.2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘Circulars’), which allow the companies to hold AGMs through VC/OAVM. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the financial period ended March 31, 2022 is sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The AGM notice and Annual Report of the Company are made available on the Company’s website at <https://www.hitachienergy.com/in/en/investor-relations/general-meetings> and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited - [www.nseindia.com](http://www.nseindia.com). The Company has published a Public Notice by way of advertisement in Kannada Language, the principal vernacular language of Karnataka and in English language in an English newspaper with the required details of 3<sup>rd</sup> AGM for information of the Members.
2. The Company has availed the services of National Securities Depository Limited (NSDL), as the authorised agency for conducting of the AGM through VC/OAVM and providing 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.
3. Though a Member entitled to attend and vote at the Meeting, is entitled to appoint one or more proxies (proxy need not be a member of the Company to attend and vote instead of himself/herself), the facility of appointment of Proxies is not available as the AGM is convened through VC/OAVM.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In 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.

6. The Register 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.
7. 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.
8. The statement pursuant to Section 102 of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015, setting out the material facts concerning special business at Item No. 4 to 10 is annexed hereto.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from July 16, 2022 to July 22, 2022 (both days inclusive) for the purpose of annual general meeting and dividend. The cut-off date for voting through remote e-voting and voting at AGM venue is Friday, July 15, 2022 and record date for dividend is Friday, July 15, 2022.
10. The Company is proposing dividend for financial period ended March 31, 2022. Also, this being the third financial period 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 Authority Account.

Pursuant to the Scheme of Arrangement (Demerger), 1,07,421 Equity shares that were allotted directly to IEPF account and dividend of INR 2,13,136/- (after deduction of taxes) was also paid and deposited directly into IEPF account after 2<sup>nd</sup> AGM. The concerned Members/claimants may claim the shares and corresponding dividend amount (declared for FY 2020) by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee and documents as decided/prescribed by it from time to time.

Also, 9,266 Equity shares arising out of fractional shares were sold on July 27, 2020 out of that 73.20 equity shares were pertaining to IEPF and net amount INR 49,932.30 (after deduction of taxes) was deposited into IEPF account on August 3, 2020. The concerned Members/claimants may claim the proceeds of fractional shares by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in))

along with requisite fee and documents as decided/prescribed by it from time to time. Regarding 9,266 Equity fractional shares sold in FY 2020, payment was commenced to fractional members in financial year 2020 and subsequently and out of that amount, INR 2,10,037.39 is lying unclaimed as on March 31, 2022 and fractional members can claim the payment by approaching Company/KFin Technologies Limited.

The concerned Members/claimants may claim the shares and dividend amount (declared for FY 2020) and fractional shares amount (transferred to IEPF Authority on 73.20 Equity shares) by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://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 unclaimed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are directly credited to the Member's account on time.

The details of the unclaimed dividend for FY 2020, 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 is as under:

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

11. In terms of the provisions of Section 152 of the Act, Mr. Achim Michael Braun retires by rotation at the Meeting. Mr. Achim Michael Braun 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 Business set out under Item Nos. 1 to 3 of the Notice except to the extent of equity shares held by them, if any.

12. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, e-mail 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 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 issue of duplicate shares, claim from Unclaimed suspense account, renewal/exchange of securities certificate, endorsement, Sub - division / Splitting of securities certificate, Consolidation of securities certificates/folios, share transfer, share transmission, share transposition, issue of duplicate shares, deletion of name, correction of name, etc). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the 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, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular dated November 03, 2021 has introduced common and simplified norms for processing any service request received from the member related to furnishing PAN, KYC details and Nomination by the Registrar and Share Transfer Agents ("RTA") :

- Electronic interface for processing investor's queries, complaints and service request
- Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities
- Freezing of folios without valid PAN, KYC details and Nomination
- Compulsory linking of PAN and Aadhaar by all holders of physical securities

Members holding shares in physical mode are:

- required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFin, if not registered with the Company, as mandated by SEBI.
- update their signature, registered address, e-mail id and nomination

Members holding shares in electronic mode are:

- requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- advised to contact their respective DPs for registering nomination.
- requested to register / update their e-mail address with their respective DP's for receiving all communications from the Company electronically.

Non-Resident Indian members are requested to inform KFin/ respective DPs, immediately of:

- Change in their residential status on return to India for permanent settlement
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier

13. The dividend as recommended by the Board of Directors of the Company, if declared by the members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and from Monday, July 25, 2022, to those members whose name stand registered on the Company's Register of Members:

- To all the Beneficial Owners as at the end of the day on Friday, July 15, 2022 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;
- 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 Friday, July 15, 2022.

14. It is in the interest of Members to register their bank details against their account for receiving the credit of dividend directly to their bank account through electronic means. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS)/Electronic Clearing Service (ECS) they should submit their NECS/ ECS details to the Company's Registrar and Share Transfer Agents (RTA) in case of holding shares in physical form and in case Members holding shares in electronic form, they may submit the NECS/ECS details to their depository participant.

15. 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.

16. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking re-appointment at this Annual General Meeting is given in the **Annexure – I** to the Notice of the Annual General Meeting.
17. 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](mailto:einward.ris@kfintech.com) or to the Company's designated/exclusive e-mail: [investors@hitachienergy.com](mailto:investors@hitachienergy.com)
18. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
19. All documents referred in the accompanying Notice and Statement setting out material facts will be available for inspection at the Registered office for inspection for Members 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](mailto:investors@hitachienergy.com)
20. 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.
21. Updation of Members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or Kfintech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
22. Since the AGM being held through VC/OAVM, the route map, attendance slip and proxy form are not attached to this Notice.
- investors@hitachienergy.com between Friday, July 15, 2022 (9.00 a.m. IST) and Tuesday, July 19, 2022 (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.
24. The Members who wish to post their questions prior to the meeting can do the same by sending e-mail at [investors@hitachienergy.com](mailto:investors@hitachienergy.com) between Friday, July 15, 2022 (9.00 a.m. IST) and Tuesday, July 19, 2022 (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.
25. 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.
26. 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.
27. 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 :**

**Speaker Shareholder:**

23. 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
- 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 Members, 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. Friday, July 15, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Members 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. Friday, July 15, 2022 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 Sunday, July 17, 2022 and ends at 5.00 p.m. IST on Thursday, July 21, 2022. 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., Friday, July 15, 2022.
- 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 virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members 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 e-mail Id in their demat accounts in order to access e-Voting facility.

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

| Type of Members                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

#### NSDL Mobile App is available on

APP STORE



GOOGLE PLAY



|                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| Individual Members (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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type                                                    | Helpdesk details                                                                                                                                                                                                                |
|---------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Members holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

#### B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members 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.
- 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 120114 then user ID is 120114001*** |

5. Password details for Members other than Individual Members 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those Members whose e-mail IDs are not registered.**

6. 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**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?**

1. 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.
2. 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".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

1. Institutional Members (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](mailto:cs.skannan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) The scanned image of the above mentioned documents should be in the naming format "Hitachi Energy India Limited, 3<sup>rd</sup> Annual General Meeting" with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Members (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.

2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre or Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those Members whose e-mail 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to [investors@hitachienergy.com](mailto: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), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@hitachienergy.com](mailto:investors@hitachienergy.com). If you are an Individual Members 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 Members holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

**THE 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 EGM/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 i.e. 120114 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 Members 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**28. Procedure to be followed by the Members for updation of PAN, tax declaration and other details for receipt of dividend (whenever declared):**

As you are aware, the Income Tax Act, 1961 ('the IT Act'), as amended by the Finance Act, 2020, mandates

that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of the Final Dividend, if declared at the Annual General Meeting of the Company to be held on Friday, July 22, 2022. In general, to enable compliance with TDS/ Withholding tax (WHT) requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents through e-mail by Monday, July 11, 2022. Detailed instruction with regard to the same is given below:

#### Update of details for TDS/WHT and payment of dividend

You are requested to register/update your Permanent Account Number, Bank details, e-mail address, Residential address, Residential status in India (i.e., Resident or Non-resident for FY 2022-23) with your Depository Participant (in case of electronic holding) or with the Company/ Registrar and Share Transfer Agent (in case of physical holding) latest by Monday, July 11, 2022. Details available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS/ WHT provisions.

The dividend will be paid electronically in the bank accounts of the Members whose Bank details are available with the Company/Registrar and Share Transfer Agent.

For the Members, whose Bank details are not updated/registered as aforesaid, the Company shall dispatch the same through postal services.

Resident individual member with 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 email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Monday, July 11, 2022. Further, no tax shall be deducted on the dividend payable to a resident individual member if the total amount of dividend to be received from the Company during the Financial Year 2022-23 does not exceed INR 5,000/-. Members 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 members can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e., tax treaty between India and their country of residence. Non-resident members are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member
- Copy of Tax Residency Certificate [TRC] for the FY 2022-23 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 member
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

#### Provisions related to TDS and documents required

You are requested to take note of the below stated TDS/ WHT rates and document(s), if any, required to be submitted to the Company or Registrar for your respective category on or before July 11, 2022, in order to comply with the applicable TDS/ WHT provisions.

#### Resident Members

Tax is required to be deducted at source under Section 194 of the Income Tax Act, 1961, as amended by the Finance Act, 2020 ("the Act"), at 10% on the amount of dividend. However, the same may be subject to certain exceptions as per the Act, which are stated hereunder:

|                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| For Resident Individuals/ HUF /Domestic company/ Private trusts/ Other trusts/ Body of Individuals/ Association of Persons/ Partnership Firm / Limited Liability Partnership (LLP)/ Alternative Investment Funds (Category III) Members | <ul style="list-style-type: none"> <li>- No tax shall be deducted on the dividend payable to resident individuals if the total dividend to be received during financial year 2022-23 does not exceed INR 5,000/-.</li> <li>- No tax shall be deducted on the dividend payable to resident individuals if the Member has provided Form 15H (applicable to an Individual above the age of 60 years) or Form 15G, as per the attached formats, provided that all the required eligibility conditions are met.</li> <li>- In case of Members who have provided a valid certificate issued under section 197 of the Act for lower / NIL rate of deduction or an exemption certificate issued by income tax authority, the rates mentioned in such certificate shall be considered for deduction of tax at source.</li> </ul> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Note: Registering the valid Permanent Account Number (PAN) for the registered Folio/DP ID/Client ID is mandatory. In absence of PAN/Valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.

Download Forms -

[https://crimg.kfintech.com/bmails/files/ABBP\\_13876\\_Form\\_15H.pdf](https://crimg.kfintech.com/bmails/files/ABBP_13876_Form_15H.pdf) to download Form 15H  
[https://crimg.kfintech.com/bmails/files/ABBP\\_13876-Form-15G.pdf](https://crimg.kfintech.com/bmails/files/ABBP_13876-Form-15G.pdf) to download Form 15G

**For Resident Non-Individuals Members**

No tax shall be deducted at source on the dividend payable to certain resident non-individuals as per the provisions of the Act on submission of the documents mentioned below:

- (a) **Insurance Companies specified in the second proviso to Section 194 of the Act:** Declaration that the insurance company has full beneficial interest with respect to the shares owned by it along with an attested copy of the PAN of the insurance company.
- (b) **Mutual Funds:** Certificate of registration under Section 10(23D) of the Act issued by the appropriate authority along with an attested copy of the PAN of the mutual fund.
- (c) **Alternative Investment Fund:** Self-declaration that its income is exempt under Section 10(23FBA) of the Act and that the Fund is governed by the SEBI Regulations as Category I or Category II Alternative Investment Fund, along with an attested copy of the PAN and registration certificate.
- (d) **Other Non-Individual Members:** Documentary evidence along with an attested copy of the PAN for Members who are exempted from deduction of tax under Section 194 of the Act, and categories covered under Section 196 of the Act.
- (e) **REIT/ InvIT:**

As per the recent Union Budget, 2021, it is proposed that no TDS is applicable on Real Estate Investment Trust and Infrastructure Investment Trust.

Further, in case of Members who have provided a valid certificate issued under Section 197 of the Act for lower/ NIL rate of deduction or an exemption certificate issued by income tax authority, the rates mentioned in such certificate shall be considered for deduction of tax at source.

Note: Recording of the Valid Permanent Account Number (PAN) for the registered Folio/DP id-Client Id is mandatory. In absence of PAN/ Valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.

**Non-Resident Members**

WHT is applicable as per the provisions of income tax as per section mentioned against the category of the members

| Category of member      | Relevant TDS Section | Rates applicable |
|-------------------------|----------------------|------------------|
| Non-resident individual | 115A read with 195   | 28.50%           |
| Foreign LLP             | 115A read with 195   | 23.30%           |
| Foreign Company         | 115A read with 195   | 21.84%           |
| Overseas Trust          | 115A read with 195   | 28.50%           |

Non-resident Members can avail the benefit of Double Tax Avoidance Treaty between India and their country of residence on submission of the documents mentioned below: Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.

Self-attested copy of Tax Residency Certificate (TRC) (of FY 2022-23 or calendar year 2022) obtained from the tax authorities of the country of which the Member is resident. Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.

Self-declaration by the non-resident Member of having no Permanent Establishment in India in accordance with the applicable Tax Treaty (of FY 2022-23 or calendar year 2022) along with Self-declaration of Beneficial ownership (of FY 2022-23 or calendar year 2022) by the non-resident Member.

Any other documents prescribed under the income-tax Act, 1961 for lower or NIL withholding of tax, if applicable.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident Member.

In case of Foreign Institutional Investors (FII), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 196D of the Act. In case of Foreign Portfolio Investors (FPI), taxes shall be withheld at the respective rates as per tax treaties.

Download Forms -

[https://crimg.kfintech.com/bmails/files/ABBP\\_13876-Form\\_10F.pdf](https://crimg.kfintech.com/bmails/files/ABBP_13876-Form_10F.pdf) Click Here to download Form 10F

<https://crimg.kfintech.com/bmails/files/ABBP-13876-Self-declaration-2022.pdf> to download Self Declaration

**Members having multiple accounts under different Status/Category**

Members holding shares under multiple accounts under different status/category and single PAN, may note that higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

**NIL TDS for the following category of members**

The Government, RBI, Corporation established by Central Act, / Securitization trust/ Insurance companies as per the provisions of Income Tax u/s 194, 196 and 197A(1F).

**Notes :**

Both hard copy and scanned copies of the aforementioned documents will be accepted by the Company but should reach by July 11, 2022. The documents (duly completed and signed) are required to be submitted to KFin Technologies Limited, Registrar and Share Transfer Agent of the Company not later than July 11, 2022, in order to enable the Company to determine and deduct TDS/ WHT at appropriate rate. **Communication on tax determination/deduction shall not be entertained after July 11, 2022.**

Kindly note that the afore mentioned documents should be uploaded with KFin Technologies Limited, the Registrar and Transfer Agent ("KFinTech") at <https://ris.kfintech.com/form15> or emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). No communication on the tax determination/deduction shall be entertained after July 11, 2022.

For all self-attested documents, Members must mention on the document "certified true copy of the original". For all documents being uploaded by the Member, the Member undertakes to send the original document(s) on the request by the Company.

In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Book Closure Date, the registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS/ WHT credit is to be given and reasons for giving credit to such person. The declaration in this regard should be communicated/ submitted to KFin Technologies Limited, Registrar and Share Transfer Agent of the Company not later than July 11, 2022.

It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the Member to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

In the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and, also, provide the Company with all information/documents and co-operation in any appellate proceedings.

All the above referred tax rates will be enhanced by surcharge and cess, wherever applicable.

The Company will send out the email with a soft copy of the TDS/ WHT certificate at the Members' registered e-mail ID in due course, post payment of the Dividend. Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>

Above communication on TDS/ WHT sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. This communication shall not be treated as an advice from the Company or its affiliates or its Registrar & Transfer Agent. Members should obtain the tax advice related to their tax matters from a tax professional.

All communications/queries in this respect should be addressed and sent to Share Transfer Agent at:

Ms. V. 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:  
Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); [shobha.anand@kfintech.com](mailto:shobha.anand@kfintech.com)  
Toll free: 1- 800-309-4001

- |                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <p>29. Members intending to seek explanation / clarification at the Annual General meeting about the information contained in the Annual report are requested to inform the Company Secretary at least a week in advance of their intention, so that relevant information may be made available, if the Chairman permits such information to be furnished.</p> | <p>30. Members are requested to address all correspondence to the Company Secretary or to the KFin at the address mentioned hereunder:</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|

To the Company:  
Mr. Poovanna Ammatanda  
General Counsel and Company Secretary  
Hitachi Energy India Limited  
(formerly known as ABB Power Products and Systems India Limited)  
CIN:L31904KA2019PLC121597  
Registered office: 8<sup>th</sup> Floor, Brigade Opus 70/401,  
Kodigehalli Main Road, Bengaluru-560092  
Phone no: +91 80 6847 3700 , +91 80 2204 1800  
Website: [www.hitachienergy.com/in](http://www.hitachienergy.com/in)  
E-mail: [investors@hitachienergy.com](mailto:investors@hitachienergy.com)

To the Registrar & Share Transfer Agents:  
KFin Technologies Limited  
Unit: Hitachi Energy India Limited  
(formerly known as ABB Power Products and Systems India Limited)  
Selenium Tower B, Plot 31 & 32, Financial District,  
Nanakramguda, Serilingampally Mandal,  
Hyderabad - 500 032, Telangana.  
E-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website: <https://www.kfintech.com> and / or  
<https://ris.kfintech.com/>  
Toll free number: 1- 800-309-4001

- |                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>31. At the First AGM held on August 13, 2020 the members had approved appointment of M/s. S.R. Batliboi &amp; Associates LLP, Chartered Accountants (ICAI Firm Registration No.101049W/E300004) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Sixth AGM.</p> | <p>32. Other points:</p> <p>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.</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- 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 Scrutiniser'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 3 <sup>rd</sup> AGM                              | Friday, July 22, 2022 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                 | 1800 1020 990 / 1800 224 430                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Cut-off date for remote e-voting/voting at AGM and for dividend   | Friday, July 15, 2022                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Remote E-voting start time and date                               | Sunday, July 17, 2022, at 9:00 am (IST)                                                                                                                                                                                                                                                                                                                                                                                                           |
| Remote E-voting end time and date                                 | Thursday, July 21, 2022 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                      | <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>                                                                                                                                                                                                                                                                                                                                                                           |
| Name, address and contact details of Registrar and Transfer Agent | Ms. Shobha Anand<br>Deputy Vice President<br>KFin Technologies Limited,<br>Unit: Hitachi Energy India Limited<br>(formerly known as ABB Power Products and Systems India Limited)<br>Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad - 500032.<br>Contact details:<br>e-mail ID: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a><br>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)<br>Toll free number: 1800 1020 990 / 1800 224 430<br>e-mail ID: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>                                                                                                                                                                                                                                                                          |

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 : May 27, 2022

Registered Office:  
8<sup>th</sup> Floor, Brigade Opus, 70/401, Kodigehalli Main Road,  
Bengaluru - 560 092  
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, 2023. 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 INR 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, 2023.

The Board of Directors recommends the Resolution for approval of Members as 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(s) 5, 6 and 7:

The Board of Directors at their meeting held on December 24, 2019 had appointed Mr. Mukesh Hari Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva as Additional Directors (Independent Directors) w.e.f. December 24, 2019 for a term of 3 years. Their appointment was regularized through postal ballot notice dated April 30, 2020.

Considering the expertise, rich & diverse experience and contribution made by Mr. Mukesh Hari Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva during the first term and based on their performance evaluation and pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment as Independent Directors of the Company for the second term of 5 (five) years commencing from December 24, 2022 to December 23, 2027 which is subject to approval of the Members at this Annual General Meeting.

All the 3 Directors have granted the consent for their re-appointment as an Independent Director. Further, the Company has received declarations from them that they

continue to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time. Also, as per confirmation received from them, they are not disqualified from being re-appointed as Directors in terms of Section 164 of the Companies Act, 2013. All 3 Directors have confirmed that their names are registered in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, the 3 Directors are independent of the Management.

In terms of Section 160 of the said Act, a notice in writing has been received from the Members of the Company signifying their intention to propose each of the aforesaid Directors as candidates for the office of Director of the Company. All 3 Directors are not liable to retire by rotation.

Additional information containing the details of Directorship, membership in committee's in other companies, expertise, experience, knowledge, and educational qualification including brief profile in respect of Mr. Mukesh Hari Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided as **Annexure I** to this notice.

In the opinion of the Board of Directors, Mr. Mukesh Hari Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva, the independent directors proposed to be re-appointed, fulfil the conditions specified in the Companies Act, 2013 and the rules made thereunder read with Schedule IV of Companies Act, 2013 and Regulations 17 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company has received declarations of their independence that they are independent of the management.

Mr. Mukesh Hari Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva are interested in the Special Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolutions as set out in item No(s) 5, 6 and 7 to the Notice. The Board considers that their continued association would immensely benefit the Company and accordingly recommends for the approval of Members as Special Resolutions.

#### Item No. 8:

Mr. Nuguri Venu aged about 56 years is a Managing Director and CEO of the Company having over 32 years of industry experience in various fields.

The Board of Directors at their meeting held on November 22, 2019, appointed Mr. Nuguri Venu as an Additional Director w.e.f. December 2, 2019. At the meeting of the Board of

Directors held on November 22, 2019, Mr. Nuguri Venu was also appointed as the Managing Director of the Company for a period of 3 (three) years effective from December 02, 2019 to December 01, 2022 (both days inclusive), subject to the approval of the Members in general meeting, at the remuneration and on the terms and conditions set out in the Agreement dated December 2, 2019 between the Company and Mr. Nuguri Venu. His appointment as Director was regularized by the Members and appointment as Managing Director was approved by the Members vide postal ballot notice dated April 30, 2020. He was also designated as Chief Executive Officer w.e.f. February 26, 2021.

Considering the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 27, 2022, re-appointed Mr. Nuguri Venu as Managing Director and CEO of the Company for a further period of 5 years commencing from December 02, 2022 upto December 01, 2027 (both days inclusive), which is subject to approval of the Members at this Annual General Meeting.

The principal terms and conditions of his re-appointment as Managing Director and CEO as contained in the Agreement dated May 27, 2022 are as under:

1. Tenure of appointment: Mr. Nuguri Venu shall serve the Company as its Managing Director and CEO for a further period of five years i.e., from December 02, 2022 to December 01, 2027 (both the days inclusive), in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 ("the said Act"). This appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting.
2. Subject to such orders and directions as may from time to time be given to him by the Board of Directors of the Company (hereinafter referred to 'the Board'), Mr. Nuguri Venu shall promptly and faithfully obey, observe and comply with in all respects and subject also to such restrictions as the Board may in its sole and uncontrolled discretion from time to time impose on him. Mr. Nuguri Venu shall have the management of the whole of the affairs of the Company with power to appoint and dismiss employees of the Company, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which, in the ordinary course of business, he may consider necessary or proper or in the interest of the Company.
3. During his tenure as MD and CEO under this Agreement, Mr. Nuguri Venu shall use his best endeavours to promote the interest and welfare of the Company.
4. During his tenure as MD and CEO, Mr. Nuguri Venu shall whenever required by the Company, undertake such travelling in India and abroad as the Board may from time to time direct him in connection with or in relation to the business of the Company.
5. The Company shall, in consideration of the performance of his duties, pay to Mr. Nuguri Venu, a remuneration not exceeding INR 4,94,86,522/- (Rupees Four crores, Ninety-four lakhs and Eighty-six thousand Five hundred and twenty two only) per annum as over-all Cost Compensation package including retiral benefits and performance bonus but excluding other perquisites/allowance and benefits as per clause No 5(e) as detailed below:
  - a. Basic Pay INR 1,74,57,000/- (Rupees One crore Seventy-four lakhs and Fifty-seven thousand only) per annum.
  - b. Other Allowances
 

Mr. Nuguri Venu shall be entitled for other allowances including leave travel concession, as agreed between Mr. Nuguri Venu and the Board from time to time. However, the aggregate monetary value of all allowances of whatsoever nature, in a financial year, shall not exceed INR 1,16,38,000/- (Rupees One crore, Sixteen lakhs and thirty-eight thousand only).
  - c. Social Security
 

Mr. Nuguri Venu shall be entitled to social security which includes contributions to Provident Fund and Gratuity Fund, as agreed between Mr. Nuguri Venu and the Board of Directors from time to time. However, the aggregate monetary value of the above in a financial year, shall not exceed INR 29,34,522/- (Rupees Twenty-nine lakhs Thirty-four thousand Five-hundred and twenty two only).
  - d. Bonus
 

Mr. Nuguri Venu shall be entitled to annual Performance Bonus not exceeding INR 1,74,57,000/- (Rupees One crore, Seventy-four lakhs and Fifty-seven thousand only) per annum, if he achieves 100% of the business targets fixed through the Annual Incentive Plan; provided however that the actual amount of performance bonus shall vary depending upon the shortfall or exceeding the performance achievement.
  - e. Other Perquisites allowance
 

In addition to the above Mr. Nuguri Venu is also eligible for free furnished accommodation or House Rent Allowance to a maximum ceiling of INR 29,09,500/- (Rupees Twenty-nine lakhs Nine thousand and Five hundred only) per annum i.e. 10% of Basic pay and other allowances, wherein such allowance shall be paid irrespective of spending towards housing, one Company car with reimbursement of Chauffeur's salary, expenses towards children schooling, payment of membership subscription fee for a club, reimbursement of salary for domestic help, security guard at residence, expenses towards medical for self and family, mobile, telephone, internet and other suitable communication facilities at his residence.

Mr. Nuguri Venu will be covered under Company's Mediclaim Policy, Personal Accident Insurance, Mutual Family Assistance, Life Insurance Scheme as per the rules of the Company/Group's Policy for the time being in force.

## f. Leave

Leave with full pay or encashment as per the rules of the Company for the time being in force.

## g. Over-all Remuneration

The aggregate of salary, performance bonus and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, for the time being in force.

## h. Minimum Remuneration

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

## i. Long term incentive plan and cash retention award as may be decided by the Board of Directors

## j. Revision in Remuneration

The remuneration payable to Mr. Nuguri Venu as Managing Director and CEO to be subject to revision from time to time (annually and/or otherwise), by the Board of Directors of the Company at their discretion.

## 6. Mr. Nuguri Venu shall be entitled to:

- a. The reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors, and
- b. The reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.

## 7. Mr. Nuguri Venu shall not be entitled for any sitting fee for attending the Meetings of the Board of Directors or Committees thereof, as long as he functions as the Managing Director and CEO.

## 8. Mr. Nuguri Venu shall not be subject to retirement by rotation, as long as he functions as the Managing Director and CEO.

## 9. Mr. Nuguri Venu shall not, during the term of the Agreement entered into with the Company, engage himself, either directly or indirectly or be interested in any capacity whatsoever or render assistance to any firm, company or

persons whatsoever whether as a manufacturer, dealer or trader in goods or products which are of the same or similar kind and nature as those of the Company.

## 10. Mr. Nuguri Venu shall not during the continuance of his tenure as MD and CEO with the Company or at any time thereafter divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company any information or knowledge obtained by him during his tenure as MD and CEO as to the business or affairs of the Company or its methods or as to any trade secret processes of the Company. Mr. Nuguri Venu shall during the continuance of this tenure as MD and CEO hereunder also use his best endeavours to prevent any other person from so doing provided however that such divulgence or disclosure by Mr. Nuguri Venu to officers and employees of the Company for the purpose of business of the Company shall not be deemed to be a contravention to this clause.

## 11. If Mr. Nuguri Venu shall at any time be prevented by ill-health or accident or any physical or mental disability from performing his duties hereunder, he shall inform the Company and supply it with such details as it may reasonably require, and if he shall be unable by reason of ill-health or accident or disability for a period of 6 months in any period of twelve consecutive calendar months to perform his duties hereunder, the Company may forthwith terminate his Agreement as MD and CEO hereunder.

## 12. The Company shall be entitled to terminate Mr. Nuguri Venu's Agreement as the Managing Director and CEO and / or his office as Director forthwith, if he becomes insolvent or makes any composition or arrangement with his creditors or ceases to be a Director of the Company.

## 13. If Mr. Nuguri Venu is guilty of inattention to or negligence in the conduct of the business or any other act or omission inconsistent with his duties as the Managing Director or any breach of the Agreement entered into with the Company, which in the opinion of the Board, renders his retirement from office of the Managing Director and CEO desirable, the Company by not less than 6 months' notice in writing to Mr. Nuguri Venu, determine the Agreement entered into between Company and Mr. Nuguri Venu and upon his expiration of such notice Mr. Nuguri Venu shall cease to be a Managing Director and CEO of the Company.

## 14. Notwithstanding anything to the contrary contained in the Agreement entered into between Company and Mr. Nuguri Venu, either party shall be entitled to terminate the Agreement at any time by giving to the other party 6 months' notice in writing in that behalf without the necessity of showing any cause and in cease to be a Managing Director and CEO of the Company and upon serving such notice Mr. Nuguri Venu shall cease to be the Managing Director and CEO / Director of the Company.

## 15. The terms and conditions of the said appointment and the agreement entered into between Company and Mr. Nuguri

Venu may be altered or varied or modified from time to time by the Board of Directors of the Company as may be permissible and if deem fit, with liberty to the Board of Directors of the Company for annual review of remuneration, so as not to exceed the limits specified in the Companies Act, 2013 or any amendments made thereto.

Additional information including brief profile in respect of Mr. Nuguri Venu pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided at **Annexure I** to this notice.

The Board of Directors are of the opinion that Mr. Nuguri Venu's vast knowledge and varied experience will be of great value to the Company and recommend the Resolution for approval as Ordinary Resolution as set out at item No. 8 of the Notice.

Mr. Nuguri Venu is interested in the resolution at item No. 8 of the Notice since it relates to his re-appointment as Managing Director and CEO of the Company and to the remuneration payable to him as Managing Director and CEO. No other Director or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution at Item 8.

#### Item No. 9:

Previously, the Members of the Company vide postal ballot notice dated April 30, 2020, had approved the payment of commission to the Non-Executive Independent Directors, upto an amount not exceeding in the aggregate 1% per annum of the net profits of the Company.

Now, keeping in view the increased responsibilities of the Independent Directors entrusted by the Companies Act, 2013 and the Listing Regulations, as well as for their valuable devotion and continuing meaningful contributions and also in line with the re-appointment tenure of Independent Directors for the second term of 5 years, it is considered appropriate that the Independent Directors of the Company are compensated reasonably, commensurating with their increased responsibilities.

It is therefore proposed that Independent Directors be paid remuneration by way of commission of an amount, not exceeding in the aggregate 1% per annum of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, in accordance with the recommendations of the Nomination and Remuneration Committee and determined by the Board of Directors of the Company, for a period of five years commencing from April 1, 2022 to March 31, 2027. Such payment will be in addition to the sitting fees for attending Board/ Committee meetings from time to time.

Since the Company has a Managing Director, the commission payable to Non-Executive Directors, pursuant to Section 197(1) of the Companies Act, 2013 cannot exceed in the aggregate 1% of the net profits of the Company.

Approval of the Members is sought by way of an Ordinary Resolution under Section 197 of the Companies Act, 2013 and

Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the payment of remuneration by way of commission to the Independent Directors.

Brief resume of all the Independent Directors along with their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees and shareholding, etc., as stipulated under the Listing Regulations, are provided in **Annexure I** to this notice.

The Board of Directors recommend the Resolution for approval as Ordinary Resolution as set out at item No. 9 of the Notice.

Each of the Independent Directors namely, Mr. Mukesh Hari Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva, who is eligible to receive remuneration by way of commission as aforesaid is interested in the Ordinary Resolution to the extent of the commission payable to them individually.

None of the other 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 set out at item No.9 of the Notice.

#### Item No. 10:

For the execution of various projects awarded to the Company in various countries, the Company has set-up several branches outside India. Further, the Company may also open new branches outside India in future. For carrying out the audit of the accounts of such branches, it is necessary to appoint Branch Auditors. The Members are requested to authorise the Board of Directors/ Audit Committee of the Company to appoint Branch Auditors and to fix their remuneration.

The Board recommends the Ordinary Resolution, as set out at Item No. 10 of the Notice, for approval by the Members.

None of the other 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 set out at Item No. 10 of the Notice.

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 : May 27, 2022

Registered Office:  
8<sup>th</sup> Floor, Brigade Opus, 70/401, Kodigehalli Main Road,  
Bengaluru - 560 092  
CIN: L31904KA2019PLC121597  
Phone: 080 68473700

## Annexure I to AGM Notice

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 3<sup>RD</sup> 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]

|                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                   | <b>Achim Michael Braun</b>                                                                                                                                                                                                                                                                                                                                                                                                             |
| DIN                                                                                           | 08596097                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Date of Birth & Age                                                                           | February 20, 1969<br>53 years                                                                                                                                                                                                                                                                                                                                                                                                          |
| Nationality                                                                                   | Germany                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Date of Appointment on the Board                                                              | February 25, 2021                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Qualifications                                                                                | Master's degree in Business Administration from the University of Regensburg, Germany.                                                                                                                                                                                                                                                                                                                                                 |
| Expertise in specific functional area                                                         | Power grid business and refer information mentioned below and brief profile section                                                                                                                                                                                                                                                                                                                                                    |
| Shareholding in the Company                                                                   | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Directorship held in other companies                                                          | Hitachi Energy (China) Limited                                                                                                                                                                                                                                                                                                                                                                                                         |
| Committee positions held in other companies                                                   | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Number of Board Meetings attended during the financial period 2021-22                         | During the financial period 2021-22, he has attended 6 board meetings*                                                                                                                                                                                                                                                                                                                                                                 |
| 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                                                                                                                                                                                                                                                                                                                                               |
| Remuneration details (last drawn remuneration including Sitting Fees & Commission)            | Not drawing any remuneration or commission or sitting fees in the capacity of Director from Hitachi Energy India Limited (formerly known as ABB Power Products and Systems India Limited)                                                                                                                                                                                                                                              |
| Details of remuneration sought to be paid                                                     | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Occupation                                                                                    | Service                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Brief Profile                                                                                 | Mr. Achim Michael Braun is the Chairman and Non-Executive Director of the Company. Achim Braun is the Head of Human Resources at Hitachi Energy Ltd. He joined Hitachi Energy Ltd's predecessor in 2018, serving as Senior Vice President for Human Resources. Prior to this, Achim worked in different leadership roles at Continental, Schaeffler and as Vice President for Human Resources Europe & Africa at the Lear Corporation. |
| Key terms and conditions of appointment                                                       | 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.                                                                                                                                                                                                                                           |

\* Appointed as Chairman and Non-Executive Director w.e.f. February 25, 2021

| <b>Name of the Director</b>                 | <b>Mukesh Hari Butani</b>                                                                                                                                                                                                                                                                                           | <b>Akila Krishnakumar</b>                                                                                                                                                                                                                        |
|---------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN                                         | 01452839                                                                                                                                                                                                                                                                                                            | 06629992                                                                                                                                                                                                                                         |
| Date of Birth & Age                         | May 2, 1964<br>58 years                                                                                                                                                                                                                                                                                             | March 31, 1962<br>60 years                                                                                                                                                                                                                       |
| Nationality                                 | Indian                                                                                                                                                                                                                                                                                                              | Indian                                                                                                                                                                                                                                           |
| Date of Appointment on the Board            | December 24, 2019                                                                                                                                                                                                                                                                                                   | December 24, 2019                                                                                                                                                                                                                                |
| Qualifications                              | He holds a bachelor's degree in commerce from Mumbai University. He is a certified Chartered Accountant from the Indian Institute of Chartered Accountants                                                                                                                                                          | She is an alumnus of Birla Institute of Technology and Sciences                                                                                                                                                                                  |
| Expertise in specific functional area       | Taxation laws and refer information mentioned above                                                                                                                                                                                                                                                                 | Diverse business knowledge and refer information mentioned above                                                                                                                                                                                 |
| Shareholding in the Company                 | NIL                                                                                                                                                                                                                                                                                                                 | NIL                                                                                                                                                                                                                                              |
| Directorship held in other companies        | <ul style="list-style-type: none"> <li>Dabur India Limited</li> <li>Latent View Analytics Limited</li> <li>BR Business Solutions Private Limited</li> <li>Grams Tax Guild Private Limited</li> <li>International Tax Research and Analysis Foundation</li> <li>Sheares Healthcare India Holdings Pte Ltd</li> </ul> | <ul style="list-style-type: none"> <li>IndusInd Bank Ltd.</li> <li>Matrimony.com Limited</li> <li>Medwell Ventures Private Limited</li> <li>Brookprop Management Services Private Limited</li> <li>Bharat Financial Inclusion Limited</li> </ul> |
| Committee positions held in other companies | International Tax Research and Analysis Foundation<br><ul style="list-style-type: none"> <li>Member of Research Committee</li> </ul>                                                                                                                                                                                | IndusInd Bank Ltd.<br><ul style="list-style-type: none"> <li>Chairperson of Nomination and Remuneration Committee</li> <li>Chairperson of Corporate Social Responsibility Committee</li> </ul>                                                   |
|                                             | Dabur India Limited<br><ul style="list-style-type: none"> <li>Member of Audit Committee</li> </ul>                                                                                                                                                                                                                  | Matrimony.com Limited<br><ul style="list-style-type: none"> <li>Member of Nomination and Remuneration Committee</li> <li>Member of Risk and Governance Committee</li> </ul>                                                                      |
|                                             | Latent View Analytics Limited<br><ul style="list-style-type: none"> <li>Member of Audit Committee</li> </ul>                                                                                                                                                                                                        |                                                                                                                                                                                                                                                  |

|                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                          |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
|                                                                                               | Sheares Healthcare India Holdings Pte Ltd<br>• Member of Audit Committee                                                                                                                                                                                                                                                                                                                                                                  |                                                                                          |
| Number of Board Meetings attended during the financial period 2021-22                         | During the financial period 2021-22, he has attended 7 board meetings                                                                                                                                                                                                                                                                                                                                                                     | During the financial period 2021-22, she has attended 7 board meetings                   |
| 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. Drawing only sitting fees and commission in the capacity of Independent Directors of the Company. Refer Corporate Governance Report forming part of the Annual Report for details of payment of sitting fees and commission to Directors.                                                                                                                                                                   |                                                                                          |
| Details of remuneration sought to be paid                                                     | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                       | NIL                                                                                      |
| Occupation                                                                                    | Practicing Taxation Lawyer                                                                                                                                                                                                                                                                                                                                                                                                                | Self-employed professional                                                               |
| Brief Profile                                                                                 | <b>Mr. Mukesh Hari Butani</b> is an Independent Director of the Company. He holds a bachelor's degree in commerce from Mumbai University. He is a certified chartered accountant from the Indian Institute of Chartered Accountants. He founded BMR Legal Advocates, a tax law firm in India.                                                                                                                                             |                                                                                          |
|                                                                                               | <b>Ms. Akila Krishnakumar</b> is an Independent Director of the Company. She is an alumnus of Birla Institute of Technology and Sciences. She was previously the president – global technology and country head of SunGard, which was acquired by Fidelity National Information Services, Inc.                                                                                                                                            |                                                                                          |
| Key terms and conditions of appointment                                                       | He is a Non-Executive 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. The other terms and conditions of appointment are given at following link:<br><a href="https://www.hitachienergy.com/in/en/investor-relations/board-of-directors">https://www.hitachienergy.com/in/en/investor-relations/board-of-directors</a>   |                                                                                          |
|                                                                                               | She is a Non-Executive 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. The other terms and conditions of appointment are given at following link:<br><a href="https://www.hitachienergy.com/in/en/investor-relations/board-of-directors">https://www.hitachienergy.com/in/en/investor-relations/board-of-directors</a> |                                                                                          |

| Name of the Director                        | Nishi Vasudeva                                                                                                                                                                                                                                                                                                                                          | Nuguri Venu                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN                                         | 03016991                                                                                                                                                                                                                                                                                                                                                | 07032076                                                                                                                                                                                                                                                                                                                                                  |
| Date of Birth & Age                         | March 30, 1956<br>66 years                                                                                                                                                                                                                                                                                                                              | September 17, 1965<br>56 years                                                                                                                                                                                                                                                                                                                            |
| Nationality                                 | Indian                                                                                                                                                                                                                                                                                                                                                  | Indian                                                                                                                                                                                                                                                                                                                                                    |
| Date of Appointment on the Board            | December 24, 2019                                                                                                                                                                                                                                                                                                                                       | December 2, 2019                                                                                                                                                                                                                                                                                                                                          |
| Qualifications                              | She holds a bachelor's degree in economics from Delhi University and is an alumnus of Indian Institute of Management, Calcutta.                                                                                                                                                                                                                         | He holds a bachelor's degree in electrical engineering from National Institute of Technology, Warangal, and has attended management courses at the Indian Institute of Management, Ahmedabad, Indian School of Business, Hyderabad and International Institute of Management Development, Switzerland.                                                    |
| Expertise in specific functional area       | Diverse business knowledge and refer information mentioned above                                                                                                                                                                                                                                                                                        | Power grid business and refer information mentioned above and brief profile section                                                                                                                                                                                                                                                                       |
| Shareholding in the Company                 | NIL                                                                                                                                                                                                                                                                                                                                                     | NIL                                                                                                                                                                                                                                                                                                                                                       |
| Directorship held in other companies        | <ul style="list-style-type: none"> <li>HCL Technologies Limited</li> <li>L&amp;T Finance Holdings Limited</li> <li>L&amp;T Infra Credit Limited (formerly known as L&amp;T Infra Debt Fund Limited)</li> <li>L&amp;T Finance Limited</li> <li>Atria Convergence Technologies Limited</li> </ul>                                                         | <ul style="list-style-type: none"> <li>Hitachi Energy Technology Services Private Limited (formerly known as ABB Power Technology Services Private Limited)</li> <li>PT Hitachi Sakti Energy Indonesia (Formerly known as PT ABB Power Grids Indonesia)</li> <li>Hitachi Energy Australia PTY Ltd.</li> <li>Hitachi Energy Singapore Pte. Ltd.</li> </ul> |
| Committee positions held in other companies | HCL Technologies Limited<br>• Member of Audit Committee<br>• Member of Risk Management Committee                                                                                                                                                                                                                                                        | Hitachi Energy Technology Services Private Limited (formerly known as ABB Power Technology Services Private Limited)<br>• Member of Corporate Social Responsibility                                                                                                                                                                                       |
|                                             | L&T Finance Holdings Limited<br>• Member of Stakeholders' Relationship Committee<br>• Member of Corporate Social Responsibility Committee<br>• Member of Nomination and Remuneration Committee                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                           |
|                                             | L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited)<br>• Member of Audit Committee<br>• Member of Corporate Social Responsibility Committee<br>• Member of Nomination and Remuneration committee<br>• Member of Risk Management Committee<br>• Member of Stakeholders' Relationship Committee<br>• Member of IT Strategy Committee |                                                                                                                                                                                                                                                                                                                                                           |

|                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                               | <p>L&amp;T Finance Limited</p> <ul style="list-style-type: none"> <li>• Member of Nomination and Remuneration Committee</li> <li>• Member of Corporate Social Responsibility &amp; ESG Committee</li> <li>• Chairperson of IT Strategy Committee</li> </ul>                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|                                                                                               | <p>Atria Convergence Technologies Limited</p> <ul style="list-style-type: none"> <li>• Member of Audit Committee-Member</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul>                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Number of Board Meetings attended during the financial period 2021-22                         | During the financial period 2021-22, she has attended 7 board meetings                                                                                                                                                                                                                                                                                                                                                                             | During the financial period 2021-22, he has attended 7 board meetings                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Relationships with other Directors, Manager and other Key Managerial Personnel of the Company | She is not related to any other Director and/ or Key Managerial Personnel of the Company                                                                                                                                                                                                                                                                                                                                                           | He 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. Drawing only sitting fees and commission in the capacity of Independent Directors of the Company. Refer Corporate Governance Report forming part of the Annual Report for details of payment of sitting fees and commission to Directors.                                                                                                                                                                            | Not drawing sitting fees and commission. Refer Corporate Governance Report forming part of the Annual Report for details of payment of last drawn remuneration.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Details of remuneration sought to be paid                                                     | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                | Please refer explanatory statement forming part of AGM Notice for the proposed remuneration details of Mr. Nuguri Venu.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Occupation                                                                                    | Retired                                                                                                                                                                                                                                                                                                                                                                                                                                            | Service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Brief Profile                                                                                 | <p><b>Ms. Nishi Vasudeva</b> is an Independent Director of the Company. She holds a bachelor's degree in economics from Delhi University and is an alumnus of Indian Institute of Management, Calcutta. She was the chairman and Managing Director of Hindustan Petroleum Corporation Limited till March 2016.</p>                                                                                                                                 | <p><b>Mr. Nuguri Venu</b> is the Managing Director and CEO of the Company. He holds a Bachelors degree in Electrical Engineering National Institute of Technology, Warangal, and has attended management courses at the Indian Institute of Management, Ahmedabad, Indian School of Business, Hyderabad and International Institute of Management Development, Switzerland. He was previously the senior group vice president of the power grids business – South Asia, Middle East and Africa. He was the president of the power systems department of ABB India Limited and was also a part of the group's global power systems leadership team. He is presently the head of the power grids business for South Asia region.</p> |
| Key terms and conditions of appointment                                                       | <p>She is a Non-Executive 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. The other terms and conditions of appointment are given at following link:<br/> <a href="https://www.hitachienergy.com/in/en/investor-relations/board-of-directors">https://www.hitachienergy.com/in/en/investor-relations/board-of-directors</a></p> | <p>He is an Executive Director. Refer explanatory statement forming part of AGM Notice. He 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 : May 27, 2022

Registered Office:  
8<sup>th</sup> Floor, Brigade Opus, 70/401, Kodigehalli Main Road,  
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