

21st October, 2024

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 500575

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
NSE Symbol: VOLTAS

Sub: Notice of Postal Ballot

Dear Sirs,

1. We invite your attention to our letter dated 14th August, 2024, wherein it was informed that the Board of Directors of the Company had approved the appointment of Mr. Aditya Sehgal (DIN: 09693332) and Mr. Pheroze Naswanjee Pudumjee (DIN: 00019602) as Additional Directors and as Non-Executive Independent Directors of the Company with effect from 30th August, 2024, subject to approval of the Members of the Company.
2. In this regard, please find enclosed the Notice dated 10th October, 2024 along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Special Resolutions forming part of the Notice by way of Postal Ballot through remote e-voting only.
3. In compliance with the provisions of the General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and various subsequent circulars, read with Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 18th October, 2024 ('Cut-off date').
4. Members whose email addresses are not registered with the Company / Depositories, can register their email address with the Company's Registrar and Transfer Agent on or before 5:00 p.m. (IST) on Friday, 15th November, 2024 basis which, Notice of Postal Ballot will be sent to them. The process for registration of email address is also provided in the enclosed Notice.

VOLTAS LIMITED

Corporate Management Office

Registered Office Voltas House 'A' Dr Babasaheb Ambedkar Road Chinchpokli Mumbai 400 033 India

Tel 91 22 66656290 66656258 e-mail shareservices@voltas.com website www.voltas.com

Corporate Identity Number L29308MH1954PLC009371

A **TATA** Enterprise

VOLTAS

5. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Members. The remote e-voting period commences on Wednesday, 23rd October, 2024 from 9.00 a.m. (IST) and ends on Thursday, 21st November, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter. The results declared, along with the Scrutinizer’s Report, shall be announced by the Chairman or such authorised person within the stipulated timelines.
6. The Notice is also being made available on the website of the Company at www.voltas.com and on the website of NSDL at www.evoting.nsd.com

This is for your information and records.

Thanking you
Yours faithfully,
For Voltas Limited

Ratnesh Rukhariyar
Company Secretary & Compliance Officer
Encl.: As above

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Registered Office: Voltas House 'A', Dr. Babasaheb Ambedkar Road,
Chinchpokli, Mumbai 400 033 email: shareservices@voltas.com
Phone: 91 22 6665 6666
Website : www.voltas.com

NOTICE OF POSTAL BALLOT

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

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, 23rd October, 2024 at 9:00 a.m. (IST)	Thursday, 21st November, 2024 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and various subsequent circulars issued, read with Circular No. 9/2024 dated 19th September, 2024 (collectively referred to as **'MCA Circulars'**), that the Special Resolutions as set out hereunder are proposed for approval of the Members of Voltas Limited (**'the Company'**), through postal ballot by way of remote electronic voting (remote e-voting) process only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members.

The Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Thursday, 21st November, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed Mr. Bhaskar Upadhyay (Membership No.: FCS 8663, CP No. 9625) or failing him, Mr. Bharat Upadhyay (Membership No.: FCS 5436, CP No. 4457) of M/s. N. L. Bhatia & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or any other person authorised by him. The results of voting conducted through Postal Ballot (remote e-voting process) along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The said results along with Scrutinizer's Report will be displayed on the website of the Company at www.voltas.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('**BSE**') and The National Stock Exchange of India Limited ('**NSE**'). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS

1. Appointment of Mr. Aditya Sehgal (DIN: 09693332) as an Independent Director of the Company

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

"RESOLVED THAT Mr. Aditya Sehgal (DIN: 09693332), who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from 30th August, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with Article 131 of the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Aditya Sehgal (DIN: 09693332), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three years commencing from 30th August, 2024 to 29th August, 2027, be and is hereby approved."

2. Appointment of Mr. Pheroz Naswanjee Pudumjee (DIN: 00019602) as an Independent Director of the Company

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

“RESOLVED THAT Mr. Pheroz Naswanjee Pudumjee (DIN:00019602), who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from 30th August, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) read with Article 131 of the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Pheroz Naswanjee Pudumjee (DIN: 00019602), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three years commencing from 30th August, 2024 to 29th August, 2027, be and is hereby approved.”

NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Link Intime India Private Limited, the Company’s Registrar and Transfer Agent (**‘RTA’ / ‘Link Intime’**) / Depositories as on **Friday, 18th October, 2024 (‘Cut-Off date’)** and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, 18th October, 2024**.
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

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

5. The remote e-voting shall commence on **Wednesday, 23rd October, 2024 at 9:00 a.m. (IST)** and shall end on **Thursday, 21st November, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.voltas.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice read with the Statement may send their requests at shareservices@voltas.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Thursday, 21st November, 2024**.
9. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. **Thursday, 21st November, 2024**. Further, the Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. **Process for registration of email addresses:**
 - (a) **One time registration of e-mail addresses with Link Intime:** The Company has made special arrangements with the RTA for registration of email addresses of those Members (holding shares either in demat or physical form) who wish to receive the Postal Ballot Notice electronically and cast votes electronically. Eligible Members who have not registered their email addresses with the Company / RTA / DPs are required to provide the same to RTA, **on or before 5:00 p.m. (IST) on Friday, 15th November, 2024** pursuant to which, any Member may receive on the email address provided, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The process for registration of email address is given below.
 - (i) Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html
 - (ii) Select the name of the Company from the dropdown list: **Voltas Limited**.
 - (iii) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form), Folio Number and Certificate Number (if shares held in physical form), Shareholder Name, PAN, Mobile number and email address.
 - (iv) The system will send OTP on the Mobile number and email address.
 - (v) Enter OTP received on Mobile Number and email address and Submit.

After successful submission of the email address, NSDL will email a copy of this Notice along with the e-voting user ID and password. If you are an individual Member holding shares in demat mode, you are requested to refer to the login method explained below at Point 12, Step 1(a), i.e., 'Login method for e-voting for individual Members holding securities in demat mode'. In case of any queries, Members may write to csg-unit@linkintime.co.in or evoting@nsdl.com.

B. Registration of email addresses permanently with the Company / DPs:

- **For Shares held in electronic (demat) form:** Members are requested to register the email address with their concerned DPs.
- **For Shares held in physical form:** Members are requested to register the e-mail address with the Company / RTA. The relevant forms for registration are available at the Company's website at <https://www.voltas.com/investors/kyc-forms-physical-shareholder/> or <https://liiplweb.linkintime.co.in/KYC-downloads.html>. For assistance in this regard, Members may contact the Company's RTA.

Those Members (holding shares either in demat or physical form) who have already registered their email address, are requested to keep their email address validated / updated with their DPs/RTA to enable service of notices / documents / Annual Reports and other communications to their email address in future.

11. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12. **The instructions for remote e-voting by Members are as under:**

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 individual Members holding securities in demat mode:

In terms of SEBI circular dated 9th December, 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 email 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.	<p>A. NSDL IDeAS Facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> i. Option to register is available at https://eservices.nsdl.com. ii. Select "Register Online for IDeAS" Portal or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Please follow steps given in points 1-5 above. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following: https://www.evoting.nsdl.com/ 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of Members	Login Method
	<p>C. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi Username and Password. 2. After successful login of Easi / Easiest, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Members	Login Method
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through 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 evoting@nsdl.com or contact at 022 - 4886 7000.
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

(b) Login method 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?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders/Members" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
For Members who hold shares in demat account with NSDL	User ID is the combination of 8-character DP ID followed by 8-digit Client ID. Example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	User ID is 16 digits Beneficiary ID. Example: if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	User ID is the combination of EVEN + Folio Number Example: if Folio is V***** and EVEN is 131933 then user ID is 131933V*****.

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 by NSDL. 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 in your mailbox. Open the e-mail and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits 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 instructions mentioned in this Notice regarding the process for registration of e-mail addresses.

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.
 - (b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, PAN, name and registered address.
 - (d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting 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 on NSDL e-Voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see EVEN of all the companies in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of Voltas Limited, which is 131933, to cast your vote during the remote e-Voting period.
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 "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 / Corporate Members (i.e. other than individuals, HUF, NRI etc.) are requested to send a certified copy of the Board Resolution / Authority Letter / etc. (PDF/JPG format) with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail at bhaskar@nlba.in with a copy marked to evoting@nsdl.com. They can also upload their Board Resolution / 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 <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries/grievances pertaining to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com or contact at NSDL, T 301, 3rd Floor, Naman Chambers, G Block, Plot No. C-32, Bandra Kurla Complex, Bandra - East, Mumbai - 400 051.

By Order of the Board of Directors

Ratnesh Rukhariyar
Company Secretary & Compliance Officer
Membership No.: FCS 5833

Mumbai, 10th October, 2024

Registered Office:

Voltas House 'A',
Dr. Babasaheb Ambedkar Road,
Chinchpokli, Mumbai 400 033.
Tel: 91 22 6665 6666
Email: shareservices@voltas.com
Website: www.voltas.com

[Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act')]

The following Statement sets out all the material facts relating to the Resolutions to be passed as mentioned in the accompanying Notice.

Item Nos.1 and 2:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, at its Meeting held on 14th August, 2024, appointed Mr. Aditya Sehgal (DIN: 09693332) and Mr. Pheroze Naswanjee Pudumjee (DIN: 00019602) as Additional Directors and also as Non-Executive Independent Directors, not liable to retire by rotation, for a term of three years each, commencing from 30th August, 2024, subject to approval of the Members by Special Resolution.

The profile and specific areas of expertise of Mr. Aditya Sehgal and Mr. Pheroze Naswanjee Pudumjee and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') are provided as Annexure to this Notice.

Based on the skills, competence and expertise in understanding of business dynamics and experience in guiding and leading management teams, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Aditya Sehgal and Mr. Pheroze Naswanjee Pudumjee would be beneficial to the Company.

The Company has received notices under Section 160(1) of the Act proposing their candidatures for the office of the Directors of the Company. The Company has received consents from Mr. Aditya Sehgal and Mr. Pheroze Naswanjee Pudumjee to act as Directors and declarations that they meet the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company. They have also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Aditya Sehgal and Mr. Pheroze Naswanjee Pudumjee have confirmed that they are not disqualified from being appointed as Directors under the provisions of Section 164 of the Act and are not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr. Aditya Sehgal and Mr. Pheroze Naswanjee Pudumjee are persons of integrity and fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and are independent of the Management of the Company.

The terms and conditions of their appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting. The said terms and conditions are also available on the website of the Company at www.voltas.com.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations, the approval of Members is sought for the appointment of Mr. Aditya Sehgal and Mr. Pheroz Naswanjee Pudumjee as Non-Executive Independent Directors of the Company, by way of Special Resolutions as set out above. The Board recommends the Special Resolutions as set out at Item Nos.1 and 2 of the Notice for approval of the Members.

Mr. Aditya Sehgal is interested in the Resolution set out at Item No. 1 of the Notice with regard to his appointment. Relatives of Mr. Aditya Sehgal may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Mr. Pheroz Naswanjee Pudumjee is interested in the Resolution set out at Item No. 2 of the Notice with regard to his appointment. Relatives of Mr. Pheroz Naswanjee Pudumjee may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board of Directors

Ratnesh Rukhariyar
Company Secretary & Compliance Officer
Membership No.: FCS 5833

Mumbai, 10th October, 2024

Registered Office:

Voltas House 'A',
Dr. Babasaheb Ambedkar Road,
Chinchpokli, Mumbai 400 033.
Tel: 91 22 6665 6666
Email: shareservices@voltas.com
Website: www.voltas.com

Details of the Directors seeking appointment

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Mr. Aditya Sehgal	Mr. Pheroze Naswanjee Pudumjee
Director Identification Number (DIN)	09693332	00019602
Age	53 years	62 years
Date of first Appointment on the Board	30th August, 2024	30th August, 2024
Qualifications	Bachelor's Degree in Mechanical Engineering, Post Graduate Diploma in Marketing Management from Indian Institute of Management, Kolkata.	Master's in Business Administration, Diploma in Automobile Technology from Stanford University.
Expertise in specific functional areas and Resume / Profile	Mr. Aditya Sehgal is an experienced business leader and is currently working on a new entrepreneurial venture Asgard.world. He is a Non-Executive Director on the Board of JPMorgan China Growth & Income - an FTSE-listed Investment trust and also serves on the Board of Ozone Coffee Roasters International and Justmyroots.com. Mr. Aditya Sehgal is an Independent Director of Godrej Consumer Products Limited. He is an active angel investor and mentors several start-ups and executives. Mr. Aditya retired in 2021 as Global President after working for 27 years with Reckitt – an FTSE 20 company which is a global leader in Health, Hygiene and Nutrition. Before being appointed as the President of Reckitt, he served as the Global Chief Operating Officer of Reckitt. He has led the Reckitt businesses in many countries, including India, the USA, the UK, Europe, Africa, Latin America, Australia and others.	Mr. Pheroze Naswanjee Pudumjee is a Non-Executive Director since 15th January, 2001, of Thermax Limited, an engineering company offering sustainable business solutions in the energy & environment and conserving resources. He managed Thermax's overseas venture in UK and facilitates its international activities, including the incubation and development of new business and relevant organizational changes. Mr. Pudumjee was the Chairman of the Confederation of Indian Industries (CII), Pune and also a member of CII's National Committee on Export and a member of the Maratha Chamber of Commerce's international panel.
Terms and conditions of appointment	Appointment as a Non-Executive Independent Director for a period of three years with effect from 30th August, 2024 up to 29th August, 2027, not liable to retire by rotation.	Appointment as a Non-Executive Independent Director for a period of three years with effect from 30th August, 2024 up to 29th August, 2027, not liable to retire by rotation.
Details of remuneration last drawn in 2024-25 (up to the date of this Notice)	Sitting fees of Rs. 30,000 for attending two Committee Meetings held since his appointment.	Not Applicable

Name of Director	Mr. Aditya Sehgal	Mr. Pheroze Naswanjee Pudumjee
Details of remuneration sought to be paid	<ul style="list-style-type: none"> ● Sitting Fees for attending Board and Committee Meetings. ● Commission as determined by the Board of Directors. 	<ul style="list-style-type: none"> ● Sitting Fees for attending Board and Committee Meetings. ● Commission as determined by the Board of Directors.
Number of Meetings of Board attended during 2024-25 (up to the date of this Notice)	Not Applicable	Not Applicable
Directorship in other companies (excluding foreign companies) as on the date of this Notice	CreateComm Tech Private Limited Godrej Consumer Products Limited Universal MEP Projects & Engineering Services Limited	Thermax Limited Jetsynthesys Private Limited RDA Holdings Private Limited ARA Trusteeship Company Private Limited
Membership / Chairmanship of Committees in other companies (excluding foreign companies) as on the date of this Notice	<ul style="list-style-type: none"> ● Godrej Consumer Products Limited Risk Management Committee – Chairman Audit Committee - Member 	<ul style="list-style-type: none"> ● Thermax Limited Audit Committee – Member Stakeholders Relationship Committee – Chairman Risk Management Committee – Member Strategic Business Development Committee - Member
Listed entities from which the Director has resigned from Directorship in last three (3) years	None	None
Inter-se relationship with other Directors/KMP	None	None
No. of shares held <ul style="list-style-type: none"> ● Own ● For other persons on a beneficial basis 	Nil Nil	Nil Nil