

VOLTAS LIMITED

NOTICE

THE SIXTY-NINTH ANNUAL GENERAL MEETING OF VOLTAS LIMITED will be held on Thursday, 22nd June, 2023 at 3.00 p.m. (IST) through Video Conferencing / Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Stand-alone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the financial year ended 31st March, 2023.
4. To appoint a Director in place of Mr. Noel Tata (DIN: 00024713), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Saurabh Agrawal (DIN: 02144558), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

6. Ratification of Cost Auditor's Remuneration:

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

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, [including any statutory modification or re-enactment thereof for the time being in force], and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 7.00 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, payable to M/s. Sagar & Associates, the Cost Accountants (Firm Registration Number 000118), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2024."

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated 5th May, 2020, read with other relevant circulars on the subject, including General Circular No. 10/2022 dated 28th December, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) and MCA Circulars, the 69th AGM of the Company is being held through VC/OAVM on Thursday, 22nd June, 2023 at 3.00 p.m. (IST). The deemed venue for the 69th AGM shall be Voltas House 'A', Dr. Babasaheb Ambedkar Road, Chinchpokli, Mumbai 400 033.
2. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the business under Item No. 6 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. The matter under Special Business of the AGM Notice is considered to be unavoidable by the Board of Directors of the Company and hence included.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. 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 and this mode will be available throughout the proceedings of the Meeting. The Members will be able to view the proceedings on the National Securities Depository Limited's (NSDL) e-voting website at **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 serve basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
5. Institutional / Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the 69th AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution (PDF/JPG format) to the Scrutinizer by email at **bhaskar@nlba.in with a copy marked to evoting@nsdl.co.in**.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the MCA Circulars, the Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants (DPs) / RTA. The Company shall send a physical copy of the Annual Report to those members who request for the same at **shareservices@voltas.com** mentioning their Folio No. / DP ID and Client ID. The Notice convening the 69th AGM and Annual Report 2022-23 has been uploaded on the website of the Company at **www.voltas.com**, and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com**, respectively. The Notice of the AGM is also available on the website of NSDL **https://www.evoting.nsdl.com**.
8. **Book Closure and Dividend:**
- (i) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 10th June, 2023 to Thursday, 22nd June, 2023, both days inclusive. The dividend of ₹4.25 per equity share of ₹ 1 each (i.e. 425%), if approved and declared by the Members at the AGM, will be paid subject to deduction of income tax at source (TDS) on or after Tuesday, 27th June, 2023, as under:
- For Shares held in electronic (demat) form:** To all the Beneficial Owners as at the end of the day on Friday, 9th June, 2023 as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited (CDSL); and
- For Shares held in physical form:** To all the Members after giving effect to transmission and transposition of shares in respect of valid requests lodged with the Company as of the close of business hours on Friday, 9th June, 2023.
- (ii) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct income-tax at source from dividend paid to the Members as per the rates prescribed under the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with the TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) in respect of shares held in demat form or in case the shares are held in physical form, with the Company by sending documents through e-mail by **Friday, 9th June, 2023**. The documents can also be uploaded on the link **https://tcpl.linkintime.co.in/formsreg/submission-of-form-15g-15h.html**. For detailed process, please click here: **'Communication for deduction of Tax on Dividend'**.

(iii) **Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in physical form: Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent (RTA), viz. TSR Consultants Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, latest by **Friday, 9th June, 2023:**

- (a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.voltas.in/investors/kyc-forms-physical-shareholder/> and on the website of the RTA at <https://tcplindia.co.in/home-KYC.html>
- (b) The following are the documents required for change in / updation of bank details:
 - Form ISR-1, duly signed by the shareholder(s);
 - Copy of the bank statement with details of bank name, branch, account number and IFS Code duly attested by Bank Manager, or
Original cancelled cheque with the name of the first security holder duly printed on the cheque leaf; and
- (c) Self-attested copy of the PAN Card of all the holders; and
- (d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, Members are requested to refer to process detailed on <https://tcplindia.co.in/home-KYC.html> and proceed accordingly.

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

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

- (iv) In respect of Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' cheque / demand draft to such Members.

9. **As per Regulations 39 and 40 of the Listing Regulations, as amended, listed companies can effect issuance of duplicate securities certificate; renewal / exchange, endorsement, sub-division / split, consolidation of securities certificate; transfer, transmission and transposition, as applicable in Dematerialised form only with effect from 24th January, 2022.**

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, **the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1st October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios.** The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again

requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.voltas.com/investors/kyc-forms-physical-shareholder/> or contact the Company's Registrar and Transfer Agent - TSR Consultants Private Limited ('Registrar' or 'TCPL') at csg-unit@tcplindia.co.in for assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with TCPL or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs. The relevant forms are available on the Company's website at <https://www.voltas.com/investors/kyc-forms-physical-shareholder/>.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised to periodically obtain / request their DP for statement of their shareholding and the same be verified from time to time.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. **Transfer of Unclaimed/Unpaid Dividend to Investor Education Protection Fund (IEPF):**

Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

Accordingly, the Company had, after sending reminders to the concerned Members, transferred the shares in respect of dividends declared for financial year 2008-09 to 2014-15 and which had remained unclaimed for seven consecutive years. Details of shares transferred to IEPF Authority are available on the website of the Company. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

However, Members are entitled to claim their shares and uncashed dividends so transferred by the Company from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2016 or any subsequent financial years are requested to approach the Company or TCPL for claiming the same. It may be noted that the unpaid dividend for the financial year ended 31st March, 2016 declared on 29th August, 2016 can be claimed by the Members before 29th September, 2023. Members attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

14. The Company has uploaded the details of the unclaimed dividends in respect of the financial years from 2014-15 as on 31st March, 2022 after the 68th AGM held on 24th June, 2022 on the website of the IEPF - www.iepf.gov.in and on the website of the Company – www.voltas.com, under 'Investor Section'.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their request by an email to shareservices@voltas.com mentioning their Name and Folio Number / DP ID and Client ID.
16. Mr. Bhaskar Upadhyay (FCS No. 8663) or failing him, Mr. Bharat Upadhyay (FCS No.5436) of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. **Process for registering e-mail addresses to receive the Notice of AGM and Annual Report electronically and cast votes electronically.**
 - (a) **One time registration of e-mail addresses with TCPL:** The Company has made special arrangements with TCPL for registration of e-mail addresses of those Members (holding shares either in demat or physical form) who wish to receive the Notice of AGM electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ TCPL / DPs are required to provide the same to TCPL on or before 5.00 p.m. (IST) on Thursday, 15th June, 2023.

The process to be followed for registration of e-mail addresses is as follows:

 - (i) Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
 - (ii) Select the name of the Company from 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 id.
 - (iv) System will send OTP on mobile number and e-mail id.
 - (v) Enter OTP received on mobile number and e-mail id.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2022-23 along with the e-voting User ID and Password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.
 - (b) **Registration of e-mail address permanently with TCPL / DP:** Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with TCPL, in respect of physical holding, by writing to them at csg-unit@tcplindia.co.in. Further those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TCPL to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
18. **Remote e-voting before/during the AGM:**
 - (a) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, as amended and also the MCA Circulars, the Company is providing 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 AGM will be provided by NSDL.
 - (b) Members of the Company holding shares either in physical form or in demat form as on the cut-off date of **Thursday, 15th June, 2023** may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners

maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person holding shares in physical form and shareholder other than individual shareholders who acquires shares of the Company and becomes a Member of the Company after the Notice is sent through e-mail and holding shares as on the cut-off date, i.e. **Thursday, 15th June, 2023**, may obtain the User ID and Password by sending a request at **evoting@nsdl.co.in**. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on **www.evoting.nsdl.com** or call on 022 - 4886 7000 or 022 - 2499 7000.

In case of Individual Shareholders holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e. Thursday, **15th June, 2023**, may follow steps mentioned below under "Access to NSDL e-Voting system."

- (c) The remote e-voting period commences on **Monday, 19th June, 2023** (9.00 a.m.) (IST) and ends on **Wednesday, 21st June, 2023** (5.00 p.m.) (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **Thursday, 15th June, 2023**.
 - (d) Members will be provided with the facility for voting through 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 Chairman. 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 again on such Resolution(s). Subject to the receipt of requisite votes, Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Thursday, 22nd June, 2023**.
 - (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.
19. The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Board after the completion of the scrutiny of the e-voting (votes cast before/during the AGM), within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website **www.voltas.com**.
20. **Instructions for remote e-voting (before and during the AGM) and attending the AGM through VC/OAVM are given below:**

A. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE / DURING THE AGM:





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 shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by listed companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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 Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility 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 or joining virtual meeting and e-Voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 URL: 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 or joining virtual meeting and e-Voting during the meeting. <p>C. Shareholders / 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>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 and New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 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 and 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.
Individual Shareholders (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. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. 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 or joining virtual meeting and e-Voting during the meeting.

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 Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 or 022-2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(b) **Login method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode**

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **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 "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:
 - In case Members are holding shares in demat account with NSDL, User ID is the combination of 8 character DP ID followed by 8 digits Client ID.

Example: If your DP is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
 - In case Members are holding shares in demat account with CDSL, User ID is combination of 16 digits Beneficiary ID.

Example: If your Beneficiary ID is 12***** then your User ID is 12*****.
 - In case Members are holding shares in physical mode, User ID is the combination of EVEN + Folio No.

Example: If Folio is V***** and EVEN is 123880 then User ID is 123880V*****.

5. Your password details 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 request 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) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice regarding process for registration of e-mail ids.
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) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - (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 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 virtual Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of the Company, i.e. 123880, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. 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.

The instructions for e-Voting during the AGM are as under:

- (i) Procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- (ii) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- (i) The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access by following the steps mentioned below for **access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join Meeting**" menu against Company's 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 the Company, i.e. **123880** will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- (ii) Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to ensure that there is no disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobiles or Tablets or through Laptops 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 glitches.
- (iii) Members are requested to submit their questions, if any, in advance with regard to the financial statements or any other matters to be placed at the 69th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, at the Company's e-mail address at **shareservices@voltas.com** before 3.00 p.m. (IST) on Monday, 19th June, 2023. Such questions by the Members shall be suitably replied by the Company.
- (iv) 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 **shareservices@voltas.com** between **Friday, 16th June, 2023 (9.00 a.m. IST)** and **Monday, 19th June, 2023 (5.00 p.m. IST)**. **Only those Members who have pre-registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM and other situational factors.

- (v) Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on **evoting@nsdl.co.in** / 022-4886 7000 or 022-2499 7000 or contact Ms. Sarita Mote, Assistant Manager, NSDL at **evoting@nsdl.co.in**.

General Guidelines for Members

1. 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.
2. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of **<https://www.evoting.nsdl.com>** or send a request at **evoting@nsdl.co.in** or contact Ms. Sarita Mote from NSDL at the designated e-mail id: **evoting@nsdl.co.in** or call at 022 - 4886 7000 or 022 - 2499 7000.

By Order of the Board of Directors

V.P. Malhotra
Head - Taxation, Legal
& Company Secretary
ACS No. 7634

Mumbai, 26th April, 2023

Registered Office:

Voltas House 'A',
Dr. Babasaheb Ambedkar Road,
Chinchpokli, Mumbai 400 033.
Tel: 91 22 66656666
Fax: 91 22 66656231
CIN: L29308MH1954PLC009371
e-mail: shareservices@voltas.com
website: www.voltas.com

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

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 6 of the accompanying Notice dated 26th April, 2023.

2. Item No. 6:

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for products covered under the aforesaid Rules conducted by a Cost Accountant in practice.

The Company is engaged in Unitary Cooling Products business and Electro-Mechanical Projects and Services. Unitary Cooling Products comprises Room Air conditioners, Air Coolers, Commercial Refrigeration Products, Commercial Air Conditioning such as Ductables, Package Units, VRF Chillers, etc., Cost Audit is applicable only to such Unitary Cooling Products which are manufactured by the Company.

The Board of Directors of the Company have, based on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s. Sagar & Associates, Cost Accountants (Firm Registration Number 000118) as the Cost Auditors to examine and conduct audit of cost records of the Company for the year ending 31st March, 2024, at a remuneration of ₹ 7.00 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit. M/s. Sagar & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company and confirmed that they are not disqualified under the provisions of Section 148(5) read with Sections 139 and 141(3) of the Act and their appointment would be within the limits prescribed under Section 141(3)(g) of the Act.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the year ending 31st March, 2024.

The Board commends the Resolution at Item No. 6 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 6 of the accompanying Notice.

By Order of the Board of Directors

V.P. Malhotra

Head - Taxation, Legal
& Company Secretary
ACS No. 7634

Mumbai, 26th April, 2023

Registered Office:

Voltas House 'A',
Dr. Babasaheb Ambedkar Road,
Chinchpokli, Mumbai 400 033.
Tel: 91 22 66656666
Fax: 91 22 66656231
CIN: L29308MH1954PLC009371
e-mail: shareservices@voltas.com
website: www.voltas.com

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting

[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. Noel Tata (Chairman, Non-Executive Director)	Mr. Saurabh Agrawal (Non-Executive, Non-Independent Director)
Director Identification Number (DIN)	00024713	02144558
Age	66 years	53 years
Date of first Appointment on the Board	27-1-2003	21-1-2021
Qualifications	B.A. (Economics) from University of Sussex and IEP, INSEAD, France	Graduate from the Indian Institute of Technology, Roorkee. Post graduate management degree from the Indian Institute of Management, Calcutta.
Expertise in specific functional areas and Profile	Marketing and Retail Business Please refer to his profile provided in Corporate Governance Report	Investment Banker and Corporate Finance Please refer to his profile provided in Corporate Governance Report
Directorship in other companies (excluding foreign companies) as on 31st March, 2023	<ul style="list-style-type: none"> • Trent Limited • Tata International Limited • Tata Investment Corporation Limited • Titan Company Limited • Tata Steel Limited • Trent Hypermarket Private Limited • Inditex Trent Retail India Private Limited • Retailers Association of India • The Cricket Club of India 	<ul style="list-style-type: none"> • Tata Sons Private Limited • Tata Steel Limited • The Tata Power Company Limited • Tata Play Limited • Tata Capital Limited • Tata AIA Life Insurance Company Limited • Tata AIG General Insurance Company Limited • Talace Private Limited • Gradis Trading Private Limited • Supermarket Grocery Supplies Private Limited • Tata Power Renewable Energy Limited • Tata 1MG Technologies Private Limited

Name of Director	Mr. Noel Tata (Chairman, Non-Executive Director)	Mr. Saurabh Agrawal (Non-Executive, Non-Independent Director)
Membership / Chairmanship of Committees in other companies (excluding foreign companies) as on 31st March, 2023	<ul style="list-style-type: none"> • Trent Limited CSR & Sustainability Committee – Chairman Borrowing & Investment Committee - Chairman Property Committee – Chairman Executive Committee – Chairman Finance Committee - Chairman Audit Committee – Member Nomination & Remuneration Committee – Member • Titan Company Limited Nomination & Remuneration Committee – Member • Tata Investment Corporation Limited Investment Committee - Chairman Nomination & Remuneration Committee – Member • Tata International Limited Corporate Social Responsibility Committee – Member Nomination & Remuneration Committee - Member Committee of Directors – Member Allotment Committee – Member NCD Allotment Committee - Member • Trent Hypermarket Private Limited Nomination & Remuneration Committee - Member Property Committee – Member • Tata Steel Limited Safety, Health and Environment Committee - Chairman 	<ul style="list-style-type: none"> • Tata Sons Private Limited Asset Liability Management Committee - Chairman Group Risk Management Committee – Member Risk Management Committee - Member • Tata Capital Limited Risk Management Committee – Chairman Corporate Social Responsibility Committee – Chairman Nomination & Remuneration Committee – Member • Tata AIA Life Insurance Company Limited Corporate Social Responsibility Committee – Chairman Nomination & Remuneration Committee – Member Investment Committee - Member • Tata Steel Limited Audit Committee - Member Risk Management Committee – Member Executive Committee of the Board - Member • Tata AIG General Insurance Company Limited Investment Committee - Chairman Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member • The Tata Power Company Limited Audit Committee - Member • Tata Play Limited Corporate Social Responsibility Committee - Chairman Nomination & Remuneration Committee - Member

Name of Director	Mr. Noel Tata (Chairman, Non-Executive Director)	Mr. Saurabh Agrawal (Non-Executive, Non-Independent Director)
		<ul style="list-style-type: none"> • Tata Power Renewable Energy Limited Nomination & Remuneration Committee - Member • Talace Private Limited Corporate Social Responsibility Committee - Chairman
Listed entities from which the Director has resigned from Directorship in last three (3) years	<ul style="list-style-type: none"> • Kansai Nerolac Paints Limited 	<ul style="list-style-type: none"> • None
Number of Meetings of Board during 2022-23:		
(a) Total Meetings held during respective tenure	7	7
(b) Attended	7	5
Inter-se relationship with other Directors/ KMP	None	None
Terms and conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of remuneration last drawn (2022-23)	Sitting Fees: ₹ 4,70,000 Commission: ₹ 16,50,000	Sitting Fees: ₹ 2,50,000 Commission: Nil *
Details of remuneration sought to be paid	Sitting Fees and Commission as recommended by NRC and approved by the Board	Sitting Fees as recommended by NRC and approved by the Board
No. of shares held		
(a) Own	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil

#In line with the internal guidelines of the Company, no commission is paid to Mr. Saurabh Agrawal, Non-Executive Director of the Company, as he is in full-time employment with other Tata company.