

NOTICE

ENDURANCE TECHNOLOGIES LIMITED

CIN: L34102MH1999PLC123296

Registered Office: E-92, MIDC Industrial Area, Waluj, Aurangabad - 431 136, Maharashtra

Website: www.endurancegroup.com, E-mail: investors@endurance.co.in

Notice is hereby given that the Twenty Second Annual General Meeting ("AGM") of the Members of the Company will be held on Wednesday, 25th August, 2021 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
 - (a) audited financial statements of the Company for the financial year ended 31st March, 2021, together with the reports of the Board of Directors and Auditors thereon; and
 - (b) audited consolidated financial statements of the Company for the financial year ended 31st March, 2021, together with the report of Auditors thereon.
2. To declare dividend on 140,662,848 equity shares of the Company at the rate of ₹ 6 per equity share of face value ₹ 10 each (60%) fully paid up for the financial year ended 31st March, 2021.
3. To appoint a director in place of Mr. Ramesh Gehaney (DIN 02697676), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration to Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof, for the time being in force) and such other provisions as may be applicable, the Company hereby ratifies the remuneration of ₹ 400,000 (Rupees Four Hundred Thousand only), excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, payable to Mr. Jayant B. Galande, Cost Accountant (Registration No. M-5255) who was appointed as the Cost Auditor of the Company by the Board of Directors, based on the recommendation of the Audit Committee, to conduct audit of the cost records maintained by the Company for the financial year ending 31st March, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Revision in remuneration of Mr. Rohan Jain, a related party, who was appointed to office or place of profit

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

"RESOLVED THAT pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactments thereof, for the time being in force, consent be and is hereby accorded for revision in the remuneration of Mr. Rohan Jain, General Manager - Products and Strategy, son of Mr. Anurang Jain, Managing Director, and Mrs. Varsha Jain, Director and Head – CSR and Facility Management of the Company, with effect from 1st April, 2021 on the following terms of remuneration:

a. Basic salary:

Basic salary of ₹ 105,842 (Rupees One Hundred Five Thousand Eight Hundred Forty Two only) per month.

b. Allowances:

Proportionate revision in allowances linked to basic salary.

- c. Performance based annual variable pay to be disbursed as per Company's policy or as may be determined by the Board of the Company after completion of each financial year. For the financial year 2021-22, the amount shall not exceed ₹ 635,052 (Rupees Six Hundred Thirty Five Thousand and Fifty Two only) being 20% of the gross assured take home salary.

d. Annual Increment:

Annual increment shall be considered based on the job responsibilities and performance subject to not more than 30% per annum over the annual gross remuneration of previous financial year.

e. Perquisites:

- i. Car allowance of ₹ 19,000 per month.
- ii. Fuel reimbursement as per Company's policy.
- iii. Provision of Company paid mobile connection.
- iv. Gratuity as per the policy of the Company.
- v. Entitled to avail paid leaves as per Company policy.
- vi. Coverage under the Group Medical Health Insurance policy for self and family members as per the rules of the Company.
- vii. Coverage under Group Personal Accident Insurance policy as per the rules of the Company.

f. Other benefits:

Mr. Rohan Jain will be entitled to such other benefits and/ or perquisites as per the Company policy(ies).

RESOLVED FURTHER THAT the Board of Directors of the Company [including any Committee(s) thereof and/ or any of the Director(s) or official(s) of the Company, duly authorised by the Board of Directors] be and is hereby authorised to alter or vary designation, terms of remuneration of Mr. Rohan Jain, General Manager – Products and Strategy, including the monetary value thereof from time to time, as may be considered appropriate and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. Appointment of Mr. Anant Talaulicar (DIN 00031051) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act"), the Companies

(Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Mr. Anant Talaulicar (DIN 00031051) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an Additional Director under Section 161(1) of the Act, holds office up to the date of next annual general meeting and qualifies for being appointed as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years, effective from 12th July, 2021 up to and including 11th July, 2026.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Anant Talaulicar be paid such fees and remuneration by way of commission, as may be approved by the Board of the Company [including any Committee(s) thereof] and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors

Sunil Lalai

Place: Pune

Date: 12th July, 2021

Company Secretary and
Executive Vice President – Legal

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special businesses to be transacted at the Twenty Second Annual General Meeting ("AGM"/ "Meeting"), is annexed to the Notice. The Board of Directors have considered that the special businesses under item nos. 4 to 6 are unavoidable and should be transacted at the AGM of the Company.
2. In view of the COVID-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has vide General Circular Nos. 02/2021 dated 13th January, 2021 and

20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 (all the MCA circulars shall collectively be referred to as "MCA AGM Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 (all the SEBI circulars shall collectively be referred to as "SEBI AGM Circulars") permitted the holding of annual general meeting through Video Conferencing / Other

Audio Visual Means ("VC / OAVM"), without the physical presence of Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA AGM Circulars and SEBI AGM Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. However, since the AGM is being held 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 the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate shareholder(s) are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution authorising its representative to vote through remote e-voting and attend the AGM through VC / OAVM. The said certified true copy of the Board resolution should be sent to the Company and /or its Registrar and Transfer agent, Link Intime India Private Limited ("RTA") by email through its registered email address to investors@endurance.co.in or instameet@linkintime.co.in.
5. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 14th August, 2021 to Wednesday, 25th August, 2021 (both days inclusive).
6. **Dividend and related information:**

The Board of Directors of the Company, at its meeting held on 19th May, 2021, has recommended a dividend of ₹ 6 per equity share of ₹ 10 each (60%) fully paid up for the financial year 2020-21. Dividend, if declared, at the AGM, will be credited/dispatched on or after 30th August, 2021 to those Members or their mandates whose names appear as Members (holding shares in physical form) in the Register of Members of the Company, or as beneficial owners (holding shares in electronic form), as per the beneficial ownership data to be furnished by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (NSDL and CDSL shall hereinafter be collectively referred to as "Depositories") as of the close of business hours on Friday, 13th August, 2021.

The Finance Act, 2020 has abolished the Dividend Distribution Tax ("DDT") and has introduced the system of tax on dividend in the hands of the shareholders for dividends paid or distributed by a company with effect from 1st April, 2020. Accordingly, the Company would be required to deduct Tax at Source ("TDS")

at the time of making payment of the dividend as approved by shareholders. The rate of TDS would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Company.

Resident Shareholders:

Tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 ("IT Act") @ 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number ("PAN") with their respective Depositories (for shares held in demat form) or the RTA or the Company (for physical shares), as the case may be, and at a rate of 20% for cases wherein:

- a. the shareholders do not have PAN or have not registered their valid PAN as mentioned above; or
- b. the shareholders(s) have not filed their Income Tax returns for two previous years (i.e. FY2018-19 and FY2019-20) and the aggregate amount of TDS and Tax Collected at Source is ₹ 50,000 or more in each of these two previous years.

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/ Form 15H or other documents as may be applicable to different categories of shareholders. The said form(s) may be provided by the shareholder, by way of an email at endurancedivtax@linkintime.co.in or may be uploaded on the Company's RTA portal at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Provisions of Section 206AB of the IT Act are applicable with effect from 1st July, 2021, unless such date of applicability is extended.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of Section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, TDS on dividend shall be @ 20% or applicable rate plus surcharge and health and education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, Section 196D of the IT Act provides for TDS @ 20% or applicable rate plus surcharge and health and education cess. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with

applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/ declarations required to be provided by the resident shareholders and list of documents/ declarations required to claim the benefit of DTAA by the non-resident shareholders are available on the Company's website at <https://endurancegroup.com/investor-relations>.

The non-resident shareholders should upload the declaration at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or e-mail to endurancedivtax@linkintime.co.in.

Important Note:

No communication on the tax determination/ deduction shall be entertained after 13th August, 2021.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.

In case of joint shareholding, the withholding tax rates shall be considered based on the status of the primary beneficial shareholder. For TDS, the Company would be relying on the above data shared by RTA as updated up to the record date. It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/ documents from the Members, the Members may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to send soft copy of the TDS certificate to the Members at their registered e-mail ID within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS which can be downloaded from their e-filing account at <https://www.incometax.gov.in>.

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

For any additional information, we request you to refer "Communication on TDS on Dividend Distribution" available at <https://endurancegroup.com/investor-relations>.

7. In terms of Schedule I of the Listing Regulations, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service/ Local ECS/ Regional ECS/ National ECS/ National Electronic Fund Transfer/ NACH, for making payment of dividend to its Members.

Accordingly, Members holding securities in demat mode are requested to update their bank account details with their respective Depository Participants ("DP"). Members holding securities in physical form may send a request to update their bank account details, to the Company's RTA at rnt.helpdesk@linkintime.co.in.

It may kindly be noted that dividend warrants / demand drafts shall be issued and dispatched to only those Members whose bank account details are not available or are not updated with their DPs till the cut-off date determining the shareholders entitled for dividend i.e. 13th August, 2021.

Further, after expiry of the validation period of dividend warrants, the amount of dividend shall only be paid through electronic credit to the bank account of the respective Member.

8. In accordance with the provisions of Section 152(6) of the Act, Mr. Ramesh Gehaney (DIN 02697676) will retire by rotation at the forthcoming AGM and, being eligible, has offered himself for re-appointment.

Pursuant to Regulation 36 of the Listing Regulations, additional information in respect of Mr. Ramesh Gehaney, seeking re-appointment upon retirement by rotation at the AGM, is annexed to the Notice.

9. The Members of the Company at their Eighteenth Annual General Meeting, had approved appointment of M/s. S R B C & CO. LLP (ICAI Firm Registration No. 324982E/ E300003) as Statutory Auditors of the Company from the conclusion of Eighteenth Annual General Meeting, till the conclusion of Twenty Third Annual General Meeting of the Company.

As per the Companies Amendment Act, 2017 notified on 7th May, 2018, the proviso to Section 139(1) of the Act has been omitted with effect from that date. Accordingly, the requirement of ratifying appointment of Statutory Auditors at every annual general meeting, during their tenure of appointment, has been dispensed with.

10. In compliance with the MCA AGM Circulars and SEBI AGM Circulars, and pursuant to Sections 101 and

136 of the Act read with the Rules made thereunder, electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company/ DPs for communication purposes. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.endurancegroup.com, 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, and on the website of the RTA at <https://instavote.linkintime.co.in>.

11. Members desirous of receiving communication from the Company in electronic form, may register their email address with their respective DP, as per the process defined by them. If, however, shares are held in physical form, Members are advised to register their e-mail address with the RTA by sending communication on rnt.helpdesk@linkintime.co.in along with their folio no. and valid e-mail address for registration.

To support the 'Green Initiative', Members who have not registered their e-mail addresses with the Company/ RTA/DP are requested to log in to the website of our RTA, www.linkintime.co.in under Investor Services

Following table provides the dates on which unclaimed dividend and their corresponding shares would become liable to be transferred to the IEPF:

Financial Year	Date of declaration of dividend/ interim dividend	Amount of unpaid dividend as on 31 st March, 2021 (In ₹)	Due date for transfer to IEPF
2016-17	28 th July, 2017	47,707.50	31 st August, 2024
2017-18	6 th September, 2018	41,832.00	11 th October, 2025
2018-19	8 th August, 2019	45,749.00	12 th September, 2026
2019-20	3 rd March, 2020	123,183.50	7 th April, 2027

Members are requested to claim their dividends for these years, if not already done.

15. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
 16. All documents mentioned in the Notice will be available for electronic inspection without any fee, from the date of circulation of this Notice up to the date of AGM i.e. 25th August, 2021. Members who wish to inspect the relevant documents may send an email to investors@endurance.co.in by mentioning their DP ID & Client ID / Folio no., as the case may be.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under
- > Email Registration, fill in the details, upload the required documents and submit.
 12. SEBI has mandated every participant in securities market to submit PAN. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DPs. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.
 13. Members can avail nomination facility pertaining to their shareholding in the Company by filing Form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company or the RTA. Blank forms are available on the website of the Company at www.endurancegroup.com.
 14. Members are hereby informed that unpaid or unclaimed dividend over a period of seven years from the date of transfer of such dividends to the respective Unpaid Dividend Account(s) of the Company have to be transferred by the Company to the Investor Education and Protection Fund (IEPF). During the year under review there is no amount to be transferred to IEPF as the period of seven years has not elapsed.
15. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
 16. All documents mentioned in the Notice will be available for electronic inspection without any fee, from the date of circulation of this Notice up to the date of AGM i.e. 25th August, 2021. Members who wish to inspect the relevant documents may send an email to investors@endurance.co.in by mentioning their DP ID & Client ID / Folio no., as the case may be.
- Section 189 of the Act, will be made accessible for inspection through electronic mode.
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 18. Any query relating to financial statements must be sent to the Company's e-mail ID at investors@endurance.co.in at least seven days before the date of the AGM.
 19. **Voting through electronic means:**
 - i. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company provides to Members the facility of exercising their right

to cast vote(s) before or at the AGM by electronic means and the business may be transacted, accordingly.

- ii. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") and e-voting at the AGM is being provided by the RTA.
- iii. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company / RTA / depositories as on Wednesday, 18th August, 2021, ("Cut-off" Date) shall only be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- iv. In this regard, the Member's demat account / folio number as on the Cut-off Date shall be considered by the Company for participation in voting on resolutions placed by the Company on the e-voting system.
- v. Members can opt for only one mode of voting i.e. either by remote e-voting or e-voting at the AGM. Members attending the AGM, who have not cast their vote(s) earlier by remote e-voting shall be able to exercise their right at the Meeting through e-voting at the AGM. Member(s) who have cast their vote(s) by remote e-voting prior to the AGM, may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote(s) again.
- vi. The voting period begins on Saturday, 21st August, 2021 at 9.00 a.m. and ends

on Tuesday, 24th August, 2021 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date may cast their vote(s) electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- vii. A person who is a Member as on the Cut-off Date shall only be entitled for availing the facility of remote e-voting or e-voting at the Meeting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
- viii. The procedure for casting vote through remote e-voting module is as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their respective demat account / website of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider.

Accordingly, Members are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

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

Type of Members	Login Method
Members holding securities in demat mode with NSDL	1. User already registered for NSDL IDeAS facility
	i. Please visit the e-Services website of NSDL at the URL: https://eservices.nsdl.com .
	ii. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.
	iii. On the new screen, please enter your User ID and Password.
	iv. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services.
	v. On the e-voting page, you will see Company's name or e-voting service provider's name. Click on Company name or that of the e-voting service provider.
	vi. You will be re-directed to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.

Type of Members	Login Method
	<p>2. User not registered for NSDL IDeAS facility</p> <ul style="list-style-type: none"> i. Option to register is available at the link https://eservices.nsd.com. ii. Select 'Register Online for IDeAS' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL and follow the steps given in point 1 under this section. <p>3. Alternatively by directly accessing the e-voting</p> <ul style="list-style-type: none"> i. Open web browser by typing the URL viz. https://www.evoting.nsd.com. ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL starting with IN – DP ID and Client ID), password/OTP and a verification code as shown on the screen. iv. After successful authentication, you will be redirected to NSDL's website wherein you can see e-voting page. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.
<p>Members holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i. Please visit the e-Services website of CDSL at the URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com, thereafter, please click on New System 'Myeasi'. ii. On the new screen, please enter your User ID and Password for accessing Easi / Easiest. iii. After successful login of Easi / Easiest you will also be able to see the e-voting menu. The menu will have links of e-voting service provider's i.e. Link Intime, NSDL, CDSL and KFinTech. Click on e-voting service provider's name to cast your vote. <p>2. If the user is not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i. An option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. ii. Then visit the e-voting website of CDSL and follow the steps given in point 1 under this section. <p>3. Alternatively by directly accessing the e-voting page</p> <ul style="list-style-type: none"> i. You can directly access e-voting page by providing demat Account Number and PAN from the link www.cdslindia.com. ii. The system will authenticate your details by sending OTP on registered mobile and email ID as recorded in the demat Account. iii. After successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against Company's name or e-voting service provider's name and you will be re-directed to the e-voting page of service provider to cast your vote.
<p>Members (holding securities in demat mode) and login through their DPs</p>	<ul style="list-style-type: none"> 1. Members can also login using the login credentials of his/her demat account through their DP registered with NSDL/CDSL for e-voting facility. 2. After logging in to the DPs portal, you will be able to see e-voting option. Upon clicking on e-voting option, you will be redirected to respective depository's website after successful authentication to the e-voting feature. 3. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.

Type of Members	Login Method
Members holding securities in Physical mode and e-voting service provider is RTA	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in. 2. Click on 'Sign Up' under 'SHAREHOLDER' tab and register with your following details: <ol style="list-style-type: none"> A. User ID: Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit PAN (Members who have not updated their PAN with the RTA/ Company shall use the sequence number provided, if applicable). C. Date of Birth (DOB) / Date of Incorporation (DOI): Enter the DOB/ DOI (as recorded with your RTA / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with the RTA/Company. <p>Members holding shares in physical form but have not provided or updated the information at 'C' or 'D' with their RTA/ Company, should provide their Folio number in 'D' above.</p> 3. Set the password of your choice <i>(The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)</i>. 4. Click on "confirm" to generate your new password. 5. Click on 'Login' under 'SHAREHOLDER' tab. 6. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 7. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 8. E-voting page will appear on the screen. 9. Refer the resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'. 10. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. 11. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, Members can login any number of times till you have voted on the resolution(s) for a particular "Event".

ix. If members holding securities in **Physical mode** have forgotten the password, please follow the procedure given below:

- a. Click on **'Login'** under **'SHAREHOLDER'** tab and further Click **'forgot password?'**
- b. Enter User ID, select Mode and enter image verification code (CAPTCHA). Click on "SUBMIT".
- c. In case Member is having valid email address, password will be sent to his/ her registered e-mail address. Else, Member can set the password of his/her choice by providing the information about the particulars of the security question & answer, PAN, DOB/ DOI, dividend bank details, etc. and confirm. *(The password should contain minimum 8 characters, with at least one special character, at least one numeral, at least one alphabet and at least one capital letter)*.

Important note:

- Please note that these details can only be used for voting on the resolutions contained in this Notice.
- It is strongly recommended not to share password with any other person and take utmost care to keep it confidential.

x. If Members holding securities in **dematerialised mode** are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password options available at the Depository's /DP's website.

Important note:

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- During the voting period, Members can login any number of times till they have voted on the resolution(s) for a particular "Event".

Contact details of helpdesk of Depositories:

Members may contact the respective helpdesk, as per the details given below:

Login type	Helpdesk details
Members holding securities in demat mode with NSDL	(i) Please send a request at evoting@nsdl.co.in ; or (ii) Please call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Members holding securities in demat mode with CDSL	(i) Please send a request at helpdesk.evoting@cdslindia.com or (ii) Please contact at 022- 23058738 or 022-23058542-43.

General Guidelines for Members:

- i. Institutional Member(s) (i.e. other than Individuals, HUF, NRI, etc.) and Custodian(s) are required to log on to e-voting system of RTA: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- ii. They are also required to upload a scanned certified true copy of the Board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login, for the Scrutiniser to verify the same.
- iii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- iv. In case the Members have any queries or issues regarding remote e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under 'Help' section or write an e-mail to enotices@linkintime.co.in or call on 022 - 49186175 / 49186000.
- v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this AGM Notice and holds shares as on the Cut-off Date may obtain the login id and password by sending a request at mt.helpdesk@linkintime.co.in / insta.vote@linkintime.co.in or call on 022 - 49186175 / 49186000.

II. Instructions for Members to Vote during the AGM through InstaMeet (VC/OAVM):

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote(s) through the remote e-voting can cast their vote(s) as under:

- i. On the Member's page/VC page, click on the link for e-voting "Cast your vote".

- ii. Enter demat account no. / folio no. and OTP (One Time Password), received on the registered mobile number/ registered e-mail ID, during registration for InstaMeet and click on 'Submit'.
- iii. After successful login, see "Resolution Description" and against the same the options "Favour/ Against" for voting.
- iv. Cast vote by selecting appropriate option i.e. Favour/Against, as desired.
- v. Enter the number of shares (which represents no. of votes) as on the Cut-off Date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- vi. After selecting the appropriate option i.e. Favour/ Against as desired, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vii. Once the vote is confirmed on the resolution, any modification or change is not allowed subsequently.

Notes:

Members who will be present in the AGM through InstaMeet facility and have not cast their vote(s) on the resolutions through remote e-voting and/are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting.

Members who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the members have any queries or issues regarding e-voting, you may write an email to instameet@linkintime.co.in or call on: 022 - 49186000 / 49186175 InstaMeet support desk, of the RTA.

III. Instructions for Members attending the AGM through InstaMeet:

Instructions for Members to attend the AGM through InstaMeet are as under:

- i. Members are entitled to attend the AGM through VC/OAVM provided by the RTA by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall be open 30 minutes before

the time scheduled for the AGM and shall expire 15 minutes after the scheduled time of the Meeting, and will be available to the Members on first come first serve basis.

- ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 30 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.

- iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with following details:

- a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Members holding shares in NSDL demat account shall provide sixteen digit demat number - 8 Character DP ID followed by 8 Digit Client ID
 - Members holding shares in physical form shall provide Folio Number registered with the Company
- b. PAN: Enter your 10 digit PAN. *(Members who have not updated their PAN with the DP/Company shall use the sequence number provided to them, if applicable)*
- c. Please enter your mobile number.
- d. Please enter your email ID as recorded with your DP/RTA/Company.

2. Click on "Go to Meeting". You are now registered for InstaMeet and your attendance is marked for the meeting.

Notes:

Members are encouraged to join the Meeting through tablets/ laptops connected through broadband for better experience.

Members are required to use internet with a good speed preferably 2 MBPS download stream to avoid any disturbance during the Meeting.

Please note that Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding login/ e-voting, they can write an e-mail to instameet@linkintime.co.in or call on 022 - 49186175 / 49186000, the InstaMeet support desk.

20. Instructions for Members to register themselves as speakers during AGM:

- i. Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail address, mobile number at investors@endurance.co.in from 16th August, 2021 (9:00 a.m. IST) to 20th August, 2021 (5:00 p.m. IST).
- ii. Members will receive "speaking serial number" once they mark attendance for the Meeting.
- iii. Other Members may ask questions to the panelist(s), via active chat-board during the Meeting.
- iv. Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.
- v. Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.
- vi. The caption/subject of the email may please be mentioned as "Speaker for AGM_<DP ID>_<Client ID>". Those Members who have registered themselves as speaker will only be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- vii. Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at investors@endurance.co.in. The same will be replied by the Company, suitably.
- viii. Members should be allowed to use camera and required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance while speaking.
21. The Company has appointed Mrs. Sarika Kulkarni, Practicing Company Secretary (Membership No. – A25372) or failing her, Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. – A10189), as the Scrutiniser to review that the process of e-voting is conducted in a fair and transparent manner and issue a report on the votes through remote e-voting and those cast at the AGM.
22. Declaration of results on the resolutions:
- i. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/ have been carried or not. This report shall be submitted to the Chairperson or a person authorised by him, in writing, who shall countersign the same.
- ii. The results shall be declared after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company www.endurancegroup.com within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.
23. Members may note that the Notice will also be available on the Company's website www.endurancegroup.com, RTA's website <https://instavote.linkintime.co.in>; websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and also National Stock Exchange of India Ltd. at www.nseindia.com.
24. Members are requested to kindly keep the Annual Report sent to their registered e-mail ID with them while attending the AGM through VC/ OAVM.
25. The recorded transcript of the AGM, shall also be made available on the website of the Company www.endurancegroup.com under the tab of 'Investor Relations'.
26. Since the AGM will be held through VC/OAVM Facility, the route map is not annexed with this Notice.

ANNEXURE TO THE NOTICE

Brief resume of director seeking re-appointment at the AGM pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 3

Information about the appointee Mr. Ramesh Gehaney (DIN 02697676)

Date of Appointment	Mr. Ramesh Gehaney was appointed as Director of the Company effective 6 th June, 2014. He was re-appointed for an additional term of five years with effect from 6 th June, 2019
Date of Birth/ Age	27 th November, 1959/ 61 years
Qualification(s)	Diploma in Mechanical Engineering from the Board of Technical Education, Delhi
Experience and Nature of expertise	Mr. Gehaney has a work experience of over thirty five years of which twenty nine are in the automotive industry. In his career span he has worked in various projects including operation and maintenance of power and desalination plant in middle-east. He joined Endurance Group in July 2004 as Vice President – Operations heading the transmission and braking products business. In 2009, he was entrusted with the responsibility of heading the proprietary business of the Company and its domestic subsidiary. In 2012, Mr. Gehaney was designated as the Chief Operating Officer of the Company and was also entrusted to oversee its casting business in India. Mr. Gehaney was elevated as Executive Director and Chief Operating Officer of the Company in June, 2014 and was re-appointed for an additional term of five years effective 6 th June, 2019. During his tenure with the Company, he has steered both the proprietary and the casting business of the Company into high revenue generating business. He has been instrumental in developing strong Research & Development (“R&D”) centres for both proprietary and casting business of the Company. He is currently responsible for the operations, OEM marketing and R&D functions of the Company.
Relationships between directors inter-se	None
Directorship(s) in listed companies	None
Committee Memberships	Member of following committees of the Board: 1. Corporate Social Responsibility Committee; 2. Risk Management Committee; and 3. Finance Committee.
Shareholding in the Company	Nil

Explanatory Statement (pursuant to Section 102 of the Act)

ITEM NO. 4:

Ratification of remuneration to Cost Auditor

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for:

- appointment of a Cost Accountant in Practice, to conduct audit of cost records of a Company, by the Board of Directors on the recommendation of Audit Committee; and
- ratification of remuneration payable to him by the Members of the Company.

In terms of the aforesaid provisions, the Board of Directors of the Company, at its meeting held on 19th May, 2021 and based on the recommendation of the Audit Committee, has approved appointment of Mr. Jayant B. Galande, Cost Accountant in Practice, as cost auditor of the Company for the financial year 2021-22. The remuneration fixed for his

appointment is ₹ 400,000 (Rupees Four Hundred Thousand only), excluding applicable taxes and reimbursement of out-of-pocket expenses, at actuals.

The said appointment is for cost audit of the following business activities which constitutes 23.24% of the total turnover of the Company for the financial year 2020-21:

- a. manufacturing of engine components;
- b. manufacturing of dies and moulds; and
- c. generation of electricity through windmill.

In terms of Rule 14 of the above-mentioned rules, the Members are requested to consider and ratify the remuneration payable to Mr. Galande, as mentioned in the resolution at item no. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval of the Members.

None of the Directors, and Key Managerial Personnel of the Company and/ or their relatives are, in any manner, concerned or interested in the said resolution.

ITEM NO. 5:

Revision in remuneration of Mr. Rohan Jain, a related party, who was appointed to office or place of profit

Mr. Rohan Jain is the son of Mr. Anurang Jain, Managing Director and Mrs. Varsha Jain, Director and Head – CSR and Facility Management of the Company and is, therefore, a related party in terms of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In terms of Section 188(1)(f) of the Act read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), the Board of Directors of the Company, on the recommendation of the Audit Committee, has approved revision in terms of remuneration of Mr. Rohan Jain, General Manager – Products and Strategy, subject to approval of shareholders, effective 1st April, 2021. As per the revised terms of remuneration, the gross annual remuneration payable to him for the financial year 2021-22 is proposed to be increased to ₹ 4.25 million from ₹ 2.9 million.

In terms of Section 188(1)(f) of the Act read with Rule 15(3)(b) of the Rules, this increase in remuneration requires prior approval of the shareholders as the proposed monthly remuneration exceeds ₹ 2.5 lakh being a ‘related party’.

Brief profile of Mr. Rohan Jain

Mr. Rohan Jain holds a Bachelor’s degree in Mechanical Engineering from the University of Illinois at Urbana-Champaign.

During his graduation, Mr. Rohan Jain worked as an intern in engineering and manufacturing divisions of various organisations in India and abroad including Volkswagen (in India), Catalyze Chicago (in Illinois, USA) and Endurance Overseas Srl (in Italy). After completing his graduation in 2017, he joined Bain & Company as an Associate Consultant Intern in July 2017 and was in employment with them as an Associate Consultant from April 2018 till he joined Endurance Technologies Limited. His job at Bain & Company involved formulation and implementation of strategies aimed at sustained cost transformations, sales growth, and commercial due diligence in sectors such as IT, FMCG, manufacturing, real estate and non-profit.

After he joined the Company in April 2019, he has been spearheading various strategic projects in Operations, Marketing and Research & Development functions aimed at ensuring customer quality, process improvement, cost optimisation, new business wins and technology upgradation.

Details required in terms of explanation to Rule 15(3) of the Rules:

Name of the related party	Mr. Rohan Jain
Nature of relationship	Mr. Rohan Jain is son of Mr. Anurang Jain, Managing Director and Mrs. Varsha Jain, Director and Head – CSR and Facility Management of the Company.
Nature and particulars of the contract or arrangement	It is proposed to increase the gross remuneration of Mr. Rohan Jain to ₹ 4.25 million per annum effective 1 st April, 2021.
Duration of the contract	Except in the event of earlier cessation, the employment shall be until he attains the age of superannuation as per policy of the Company.
The material terms of the contract or arrangement including the value	Details of remuneration and other terms and conditions are mentioned in the resolution under this item hereinabove.
Any advance paid or received for the contract or arrangement	Not Applicable
The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract.	The remuneration proposed for Mr. Rohan Jain is based on: <ul style="list-style-type: none"> i. his qualification and experience; and ii. responsibilities based on his role.
Any other information relevant or important for the members to make a decision on the proposed transaction	The proposed remuneration of ₹ 4.25 million per annum for Mr. Rohan Jain commensurate with his role and job responsibilities shouldered by him. This progression is also a part of succession planning. The proposed remuneration is below the median of ₹ 5.16 million in the General Manager cadre in the organisation.

Approval of the Members is sought for revision in terms of gross annual remuneration payable with effect from the financial year 2021-22 at ₹ 4.25 million, on the terms and conditions given in the resolution under item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval of the Members.

Except Mr. Anurang Jain, Managing Director, and Mrs. Varsha Jain, Director and Head – CSR and Facility Management of the Company, being parents of Mr. Rohan Jain, and Ms. Rhea Jain, Vice President – HR and Strategic Projects, a Key Managerial Personnel, being sister of Mr. Rohan Jain, none of the other Directors, and Key Managerial Personnel of the Company and/ or their relatives are, in any manner, concerned or interested in the said resolution.

ITEM NO. 6:

Appointment of Mr. Anant Talaulicar (DIN 00031051) as an Independent Director of the Company

The Board of Directors of the Company at its meeting held on 12th July, 2021, based on the recommendation of the

Nomination and Remuneration Committee, has approved the appointment of Mr. Anant Talaulicar as an Additional Director, in the capacity as an Independent Director, in terms of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and amendments thereto [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], to hold office for a period of five consecutive years from 12th July, 2021, not liable to retire by rotation, and subject to the approval of the Members.

In this regard, the Company has received notice under Section 160 of the Act from a member proposing his candidature for being appointed as director of the Company.

Information relating to Mr. Anant Talaulicar including his profile is mentioned below for perusal of the Members:

Name	Mr. Anant Talaulicar
DIN	00031051
Designation	Non-executive Independent Director
Qualification	He holds a Master's degree in Mechanical Engineering from the University of Michigan, USA and a Master's degree in Business Administration from Tulane University, Louisiana, USA. He earned his Bachelor's degree in Mechanical Engineering from Mysore University, India.
Date of Birth/ Age	11 th July, 1961/ 60 years
Profile	<p>Mr. Anant Talaulicar holds more than three decades of experience serving in multifaceted leadership roles in Cummins group, both in the United States of America (USA) and in India. Having worked in the USA for sixteen years as a financial analyst, manufacturing engineer, project manager, product manager, strategy manager, he took upon various general management positions. Thereafter, he returned to India in March 2003 as Joint Managing Director of Cummins India Limited. During his tenure with Cummins group, he has served as member of the Cummins Inc. global leadership team, Chairman & Managing Director of the Cummins Group in India, and the President of the Cummins Inc. Components Group. He has also served as the Managing Director of Tata Cummins Private Limited, a 50:50 joint venture between Cummins Inc. and Tata Motors Limited. He has chaired the boards of four other Cummins legal entities in India as well.</p> <p>Apart from the above, he also holds position as a Director on the boards of various public limited and listed companies including as an Independent director.</p> <p>He has served as a member of the Confederation of Indian Industry (CII), Society of Indian Automobile Manufacturers (SIAM) and Automobile Components Manufacturers Association (ACMA) in the past.</p>
Nature of his skills / expertise / competence	Domain knowledge in auto / auto components industry, Strategy and Planning, Business Management, Financial knowledge and expertise, Law and Governance, Human Resources and Industrial Relations and, Technology and Research & Development.
Relationships between directors inter-se	None
Directorships in other listed companies	<ol style="list-style-type: none"> 1. The Hi-Tech Gears Limited; 2. India Nippon Electricals Limited; 3. Force Motors Limited; 4. Birlasoft Limited; 5. Everest Industries Limited; and 6. KPIT Technologies Limited.
Membership in Committees	None
No. of shares held in the Company either by self or on a beneficial basis for any other person	Nil

Mr. Talaulicar has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received following declarations/ confirmations from him:

1. consent in writing to act as Director;
2. declaration that he is not disqualified under Section 164(2) of the Act; and
3. a declaration to the effect that he is not debarred from holding the office of Director pursuant to any order issued by the SEBI.

The Board of Directors is of the opinion that Mr. Anant Talaulicar fulfils the conditions specified in the Act for his appointment as an Independent Director.

A copy of the draft letter for appointment of Mr. Anant Talaulicar as Independent Director setting out the terms & conditions will be available for electronic inspection without any fee, by the Members from the date of circulation of this Notice up to the date of AGM i.e. up to 25th August, 2021. Members seeking to inspect such documents can send an email to investors@endurance.co.in.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the Company will immensely benefit from Mr. Talaulicar's vast knowledge, especially relating to auto industry and diverse experience gained from serving varied roles during his career span.

In view thereof, the Board recommends the Ordinary Resolution set out at item no. 6 of this Notice relating to his appointment as an Independent Director, not liable to retire by rotation, for a period of five consecutive years with effect from 12th July, 2021 up to and including 11th July, 2026, for approval of the Members.

None of the other Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Anant Talaulicar, are deemed to be concerned or interested in the said resolution.

By Order of the Board of Directors

Sunil Lalai

Place: Pune
Date: 12th July, 2021

Company Secretary and
Executive Vice President – Legal

Intentionally Blank