

NOTICE OF POSTAL BALLOT**ENDURANCE TECHNOLOGIES LIMITED**

CIN: L34102MH1999PLC123296

Regd. Office: E-92, MIDC Industrial Area, Waluj, Chh. Sambhajinagar
(*erstwhile Aurangabad*) – 431136, Maharashtra

Phone No.: 0240 2569737, Fax No.: 0240 2569703

Website: www.endurancegroup.com, E-mail: investors@endurance.co.in**TO THE MEMBERS OF THE COMPANY****Notice pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot through e-voting, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and latest Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), and any other applicable laws and regulations for the time being in force and as amended from time-to-time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (“SEBI Circulars”), and any other applicable laws and regulations, if any, approval of the Members of the Company is sought for the proposals contained in the resolution forming part of this Notice of Postal Ballot (“Notice”).

In compliance with the aforesaid, Notice is being sent by the Company through electronic mode to its Members who have registered their email addresses with the Company or their respective depository participants. Hard copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this postal ballot and they are required to communicate their assent or dissent through electronic means by remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the MCA Circulars and the SEBI Circulars.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on 13th August, 2024 has appointed Mrs. Sarika Kulkarni, practicing Company Secretary or in her absence, Mr. Sachin Bhagwat, Practicing Company Secretary, as the Scrutiniser for conducting the postal ballot in a fair and transparent manner.

The Company is pleased to offer e-voting facility to its Members to cast votes by electronic means. Members are requested to read the instructions in the Notes under the section “Voting through remote e-voting facility” at Sr. No. 12 in this Notice to cast vote by electronic means. The Company has appointed National Securities Depositories Limited (“NSDL”) to provide remote e-voting facility to the Members. The remote e-voting facility is available starting from 9.00 a.m. (IST) on 30th August, 2024 up to 5.00 p.m. (IST) on 28th September, 2024. Remote e-voting module will be blocked by NSDL at 5:00 p.m. (IST) on 28th September, 2024 and voting shall not be allowed beyond the said date and time. Members are requested to cast their vote through remote e-voting process not later than 5:00 p.m. (IST) on 28th September, 2024 to be eligible for being considered, failing which it will be considered that no vote has been received.

Based on the Scrutiniser’s report, the results of the remote e-voting will be declared on or before 1st October, 2024 i.e. within two (2) working days from close of voting period at the Registered Office of the Company. The declared results, along with the Scrutiniser’s report, will be available forthwith on the website of the Company i.e. www.endurancegroup.com under the section ‘Investor Relations’ and will also be forwarded to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the equity shares of the Company are listed. NSDL, who has provided the platform for facilitating remote e-voting, will also display these results on its website i.e. www.evoting.nsdl.com.

SPECIAL BUSINESS:

Appointment of Mr. Alfredo Altavilla (DIN: 00366224) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), the rules made thereunder 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. Alfredo Altavilla (DIN: 00366224), who was appointed by the Board of Directors at its meeting held on 13th August, 2024, based on the recommendation of the Nomination and Remuneration Committee, as an additional director, with effect from 1st September, 2024, under Section 161(1) of the Act, holds office up to the next annual general meeting and qualifies for being appointed as an Independent Director, and in respect of whom the Company has received notices 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, up to and including 31st August, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Alfredo Altavilla be paid such fees and remuneration by way of commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are 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: Mumbai

Company Secretary and Executive Vice-president – Legal

Date: 13th August, 2024

Membership No.: A8078

Notes:

1. The explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) pertaining to the resolution on the appointment of Mr. Alfredo Altavilla as an Independent Director, is annexed herewith.
2. In compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India as mentioned in this Notice, the Company is sending this Notice of Postal Ballot (“Notice”) to the Members in electronic form only. The communication of assent or dissent of the Members shall take place through the process of remote e-voting only.
3. The Notice is being sent through e-mail only to Members whose names appear in the Register of Members of the Company or the Register of Beneficial Owners maintained by the depositories viz. National Securities Depository Limited (“NSDL”) or Central Depository Services (India) Limited (“CDSL”) as on 23rd August, 2024 (“Cut-off Date”) and whose email addresses are registered in the records of the Company or the depositories, as on the Cut-off Date.

Members may note that the Notice is also available on the website of the Company i.e. www.endurancegroup.com, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at www.evoting.nsdl.com.

A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

4. After dispatch of the Notice through email, an advertisement shall be published in one English daily newspaper having country-wide circulation and in one Marathi newspaper, having wide circulation in the district where the registered office of the Company is situated, and will also be uploaded on the website of the Company i.e. www.endurancegroup.com.
5. Members desirous of receiving communication from the Company in electronic form, may register their e-mail address with their respective depository participant.

To support the ‘Green Initiative’, Members who have not registered their email addresses with the Company / RTA / Depository Participant are requested to login to the website of RTA, www.linkintime.co.in under Investor Services > Email Registration, fill in the details, upload the required documents and submit.

Further, Members are also requested to approach their depository participant to register their e-mail address in their demat account details as per the process defined by the respective depository participant.

6. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
7. Institutional / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) and custodians are required to log in to the e-voting system of NSDL at www.evoting.nsdl.com and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / letter of authority / power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in .pdf format for the Scrutiniser to verify the same.
8. All document(s) 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 conclusion of the remote e-voting period i.e. up to 28th September, 2024. Members who wish to inspect the relevant document(s) may send an e-mail to investors@endurance.co.in by mentioning their DP ID and Client ID.
9. The last date specified in this Notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. Entire shareholding of the Company held by its Members is in dematerialised form.
11. Contact details of the person responsible to address the queries / grievances connected with the voting by electronic means, if any:
 - i. Mr. Sunil Lalai, Company Secretary and Executive Vice President – Legal, Endurance Technologies Limited, E-92, MIDC Industrial Area, Waluj, Chh. Sambhajingar – 431 136, Maharashtra, Contact: +91 (240) 2569737, Email: investors@endurance.co.in.
 - ii. Mr. Amit Vishal - Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.com. In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available under the 'download' section at www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000.

12. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The procedure 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 for individual Members holding securities in demat form

In terms of SEBI circular dated 9th December, 2020 on e-voting facility to be provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depository participants. Members are advised to update their mobile

number and email ID in their demat accounts in order to access e-voting facility.

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nSDL.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt the Member to enter his / her existing User ID and Password. After successful authentication, the Members will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and Member will be able to see e-voting page. Click on the Company’s name or e-voting service provider i.e. NSDL and Member will be re-directed to e-voting website of NSDL for casting his / her vote during the remote e-voting period. 2. If Member is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/. either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Member will have to enter his / her User ID (i.e. Member’s sixteen digit demat account number hold with NSDL), Password / OTP and a verification code as shown on the screen. After successful authentication, the Members will be redirected to NSDL depository site wherein Member will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and Member will be redirected to e-voting website of NSDL for casting his / her vote during the remote e-voting period. 4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of Members	Login Method
Individual Members 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 & New System Myeasi Tab and then use existing Myeasi username and 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 NSDL for casting his / her vote during the remote e-voting period. Additionally, links are also 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 website of CDSL i.e. 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 an 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 will also be able to directly access the system of all e-voting service providers.
Individual Members (holding securities in demat mode) login through their depository participants	Users can also login using the login credentials of his / her demat account through their respective depository participant registered with NSDL / CDSL for e-voting facility. Upon logging in, user will be able to see e-voting option. Click on e-voting option and user will be redirected to the site of respective depository after successful authentication, wherein e-voting feature can be accessed. Click on the name of the Company or that of e-voting service provider i.e. NSDL and Member will be redirected to e-voting website of NSDL for casting vote.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use 'Forgot User ID' and 'Forgot Password' options available at the website of respective depositories viz. NSDL at <https://www.evoting.nsdl.com/> and CDSL at www.cdslindia.com.

Helpdesk for individual Members holding securities in demat mode for any technical issues relating to login through respective depository i.e. NSDL or CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-voting for Members other than individual Members holding securities in demat mode.

Procedure for logging-in to e-voting website of NSDL

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. Members will have to enter their User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if Member is registered for NSDL e-services i.e. IDeAS, it can log-in at <https://eservices.nsdl.com/> with the existing IDeAS login. Once the Member has logged-in to NSDL e-services after using the log-in credentials, click on e-voting and Member can proceed to Step 2 i.e. Instructions to cast vote electronically on NSDL’s e-voting system.
5. User ID details for Members are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if member’s DP ID is IN300*** and Client ID is 12***** then member’s user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if member’s Beneficiary ID is 12***** then member’s user ID is 12*****

6. Password details for Members other than individual Members are given below:
 - a) Members who have already registered for e-voting, can use their existing password to login and cast vote.

- b) If a Member is using NSDL e-voting system for the first time, the 'initial password' will have to be retrieved which is communicated to the Member in the manner mentioned below. Once the 'initial password' is retrieved, please enter the same and the system will prompt the member to change its password.
 - c) The manner to retrieve 'initial password'
 - (i) If Member's email ID is registered in its demat account or with the Company, the 'initial password' is communicated to the Member on registered email ID through an encrypted file. The password to open the .pdf file is the Member's 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains Member's 'User ID' and 'initial password'.
 - (ii) If Member's email ID is not registered, **please follow the steps mentioned at Page No. 9.**
7. If a Member is unable to retrieve the password or has not received the "Initial password" or has forgotten the password, please follow the steps mentioned below:
- a) Click on "[Forgot User Details/Password?](#)"(If Member is holding shares in demat account) option available on www.evoting.nsdl.com.
 - b) If Member is still unable to get the password by aforesaid option, Member can send a request at evoting@nsdl.com mentioning the demat account number, PAN, name and registered address.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering the password, select the check-box 'Agree' to "Terms and Conditions".
9. Click on "Login" option.
10. Thereafter, home page of e-voting will open.

Step 2: Instructions to cast vote electronically on NSDL's e-voting system:

1. After successful login at Step 1, Members will be able to see all the companies "EVEN" where he / she is a Member and whose voting is in active.
2. Select "EVEN" of the Company.
3. Now Member is ready for e-voting as the voting page opens.
4. Member can cast vote by selecting appropriate option i.e. assent or dissent, verify / modify the number of shares for which the Member wishes to cast vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. Members can also take the printout of the votes cast by them by clicking on the print option on the confirmation page.
7. Once vote on the resolution is confirmed, Member will not be allowed to modify that vote.

General Guidelines for Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / letter of authority, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to sarika@skapcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / letter of authority, etc. by clicking on "Upload Board Resolution / letter of authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share password with any other person and take utmost care to keep the 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, user will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Procedure for those Members whose email IDs are not registered with the depositories for procuring user ID and password, and registration thereof for e-voting for the resolutions set out in this Notice:

- a. For shares held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@endurance.co.in. If Member is an individual Member holding securities in demat mode, he / she is requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting for individual Members holding securities in demat mode.
 - b. Alternatively, Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
13. In terms of the SEBI circular dated 9th December, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
 14. The Scrutiniser shall, after conclusion of remote e-voting submit report to the Chairman of the Company or the person authorised by him. The result of postal ballot will be declared by the Chairman or the official authorised by him, in this regard, not later than Tuesday, 1st October, 2024 i.e. within two working days of the conclusion of remote e-voting.
 15. The result(s) in respect of the resolution as set out in the Notice, so declared, along with the Scrutiniser's report will be communicated to the Stock Exchanges, not later than Tuesday, 1st October, 2024 and will be uploaded on the website of the Company i.e. www.endurancegroup.com and of NSDL i.e. www.evoting.nsdl.com. The said results will also be displayed at the Registered Office of the Company.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to resolution proposed in the Notice.

Appointment of Mr. Alfredo Altavilla (DIN: 00366224) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 13th August, 2024, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Alfredo Altavilla 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 the Companies (Appointment and Qualification of Directors) Rules, 2014 and amendments thereto [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], to hold office for a period of five (5) consecutive years from 1st September, 2024, not liable to retire by rotation, and subject to the approval of the Members.

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

Information relating to Mr. Alfredo Altavilla including his profile is given below for perusal of the Members:

Name	Mr. Alfredo Altavilla
Date of appointment	1 st September, 2024
DIN	00366224
Designation	Independent Director
Qualification	Degree in Economics from Università Cattolica, Milan
Date of Birth / Age	2 nd August, 1963 / 61 years
Experience and Nature of expertise	<p>Mr. Alfredo Altavilla has more than 3 decades of extensive and varied experience, mainly, in the automobile industry. He has served at senior leadership positions within the Fiat Group while also serving on the Board of Ferrari SpA (7 years), Maserati SpA (10 years), Magneti Marelli SpA (10 years), Teksid SpA (10 years) and Chrysler LLC (6 years).</p> <p>Mr. Altavilla joined Fiat Auto in 1990, where he oversaw international ventures, followed by strategic planning and product development. In 1995, he was appointed Head of Fiat Auto China, and in 1998, he was named Head of its Asian Operations. In 2004, Mr. Altavilla became the Chairman of Fiat - GM Powertrain JV and Senior Vice President of Business Development of Fiat Auto.</p> <p>In 2005, Mr. Altavilla took on the role of Chief Executive Officer of Türk Otomobil Fabrikasil A.S., while continuing as head of Business Development of Fiat Auto. In 2006, he was appointed Chief Executive Officer of Fiat Powertrain Technologies, and in 2009, he became a member of the Board of Directors of Chrysler Group LLC and while also being named Executive Vice President of Business Development for Fiat Group.</p>

	<p>From 2010 to 2012, Mr. Altavilla served as President and CEO of Iveco and was a member of the Fiat Industrial Executive Council during 2011-12. He was the COO of Fiat Chrysler Automobiles for Europe, Africa and Middle East (EMEA) from November 2012 till August 2018.</p> <p>He has also served on the Board of TIM SpA and Chairman of Recordati SpA (both entities listed in Italy). He was appointed Executive Chairman of Italia Trasporto Aereo SpA by the Italian Government where he served from 2021 to 2022.</p> <p>Mr. Altavilla is a board member of Enerpac Tool Group Corp. (listed on NYSE), MSX LLC, Ambienta SGR SpA and Proma SSA Srl. He also serves on the Advisory Board of Roboze SpA, ARES Design SpA, and is a member of the Investment Committee of Vasuky. He is also a Senior Advisor at CVC Capital Partners and Managing Director of AMRE Srl (Family Office).</p>
Nature of skills / expertise / in specific functional areas of the Company	<ul style="list-style-type: none"> i. Domain knowledge in Automotive / Auto Components Industry ii. Strategy and Planning iii. Business Management iv. Financial knowledge and expertise v. Law and Governance vi. Human Resources and Industrial Relations vii. Technology and Research & Development
Relationship with other Directors, Key Managerial Personnel of the Company	None
Directorships in other listed companies	None
Membership in Committees of the Company / other companies	None
Shareholding in the Company	None
Attendance at the Board meetings held during the financial year 2024-25	Not Applicable
Proposed Remuneration	Mr. Altavilla shall be entitled to sitting fees for attending Board and Committee meetings and remuneration by way of commission as computed under the applicable provisions of the Act and as decided by the Board.
Remuneration drawn in the financial year 2023-24	Not Applicable

Terms and conditions of appointment	It is proposed to appoint Mr. Altavilla as an Independent Director of the Company for a period of five consecutive years from 1 st September, 2024 up to and including 31 st August, 2029 and shall not be liable to retire by rotation.
Listed entities from which Mr. Altavilla has resigned as Director in the past three years	None

Mr. Altavilla possesses the skills and capabilities required, as mentioned in the aforesaid table, for the role of an Independent Director of the Company.

The Board is of the opinion that Mr. Altavilla fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director and that he is independent of the management.

The Company has also received from Mr. Altavilla:

- i. consent in writing to act as Director;
- ii. a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- iii. intimation that he is not disqualified under Section 164(2) of the Act; and
- iv. a declaration to the effect that they he is not debarred from holding the office of Director pursuant to any order issued by SEBI.

A copy of the draft letter of appointment of Mr. Altavilla as an Independent Director setting out the terms and conditions of appointment will be available for electronic inspection without any fee, by the Members from the date of circulation of this Notice up to the conclusion of remote e-voting i.e. up to 28th September, 2024. Members seeking to inspect such document(s) 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 vast knowledge and varied experience of Mr. Altavilla will be of significant value to the Company and has recommended this Special Resolution relating to his appointment as an Independent Director, not liable to retire by rotation, for your approval.

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

By Order of the Board of Directors

Place: Mumbai
Date: 13th August, 2024

Sunil Lalai
Company Secretary and Executive Vice-president – Legal
Membership No.: A8078