

CG Power and Industrial Solutions Limited

Registered Office:
CG House, 6th Floor, Dr Annie Besant Road, Worli, Mumbai 400 030, India
T: +91 22 2423 7777 F: +91 22 2423 7733 W: www.cgglobal.com
Corporate Identity Number: L99999MH1937PLC002641



Smart solutions.
Strong relationships.

Our Ref: COSEC/22/2021-22

May 14, 2021

By Portal

The Corporate Relationship Department

BSE Limited
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip Code : 500093

The Assistant Manager – Listing

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Id : CGPOWER

Dear Sir/Madam,

Sub: Intimation of Extra-Ordinary General Meeting of the Company

Ref: Our letter no. COSEC/14/2021-22 dated May 11, 2021

In continuation to our captioned letter informing the outcome of meeting of the Board of Directors of the Company held on May 11, 2021, we wish to further inform you that an Extra-Ordinary General Meeting (“**EGM**”) of the Members of the Company is scheduled to be held on Monday, June 7, 2021, at 2.30 p.m. (IST) through Video Conference (“**VC**”) / Other Audio Visual Means (“**OAVM**”) for seeking approval of shareholders for the matters mentioned in the Notice of the EGM.

The deemed venue of the Meeting shall be the Registered Office of the Company i.e. 6th Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice convening the EGM of the Company is enclosed and the same is also being made available on the website of the Company www.cgglobal.com

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For CG Power and Industrial Solutions Limited

VARADARAJAN
PURUSHOTHAMAN

Digitally signed by
VARADARAJAN
PURUSHOTHAMAN
Date: 2021.05.14
17:53:01 +0530

P Varadarajan
Company Secretary and Compliance Officer

Encl: as above



Smart solutions.
Strong relationships.

CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN : L99999MH1937PLC002641)

Registered Office: 6th Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai 400 030

Email: investorservices@cgglobal.com **Website:** www.cgglobal.com

Phone: +91 22 2423 7777 **Fax:** +91 22 2423 7733

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** (“**Company**”) will be held on Monday, 7th June 2021 at 2:30 P.M. (IST) through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”) facility, to transact the following business:

SPECIAL BUSINESS:

Issue of Equity Shares on Preferential Allotment / Private Placement Basis to Standard Chartered Bank (Singapore) Limited as per the terms set out under the Guarantee Settlement Agreement

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”); (ii) the provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”); (iii) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”) and/or any other statutory / regulatory authority; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended (“**SEBI LODR**”); (v) the Foreign Exchange and Management Act, 1999, including, Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or in each case as amended or modified or superseded, from time to time (the “**FEMA Regulations**”); (vi) the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), and subject to the terms set out under the Guarantee Obligations (SCB) Settlement Agreement dated 13th November 2020 (“**Guarantee Settlement Agreement**”) the consent of the Members of the Company be and is hereby accorded to further create, offer, issue and allot on preferential allotment and private placement basis, up to 1,38,45,000 equity shares (“**Equity Shares**”) of the Company of face value of INR 2 (Indian Rupees Two) each at a price of INR 73.10 (Indian Rupees Seventy Three and Paise Ten only) (including premium) per Equity Share aggregating up to INR 101,20,69,500 (Indian Rupees One Hundred and One Crore Twenty Lakhs Sixty Nine Thousand Five Hundred Only), to Standard Chartered Bank (Singapore) Limited (the “**Beneficiary**”), an entity which does not belong to the promoter and promoter group of the Company and is a qualified institutional buyer, for consideration other than cash, i.e. for settlement of liability of the Company under the guarantee issued by it pursuant to the terms set out under the Guarantee Settlement Agreement; in accordance with the SEBI ICDR Regulations and other applicable laws; and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be 7th May 2021 being the last trading date, 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid issue and allotment of the Equity Shares to the Beneficiary shall be made on the following terms and conditions:

- (a) The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) The Equity Shares allotted to the Beneficiary shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);

- (c) No partly paid-up Equity Shares shall be issued/allotted;
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of last such approval or permission;
- (e) Allotment of Equity Shares shall only be made in dematerialized form; and
- (f) The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act, SEBI ICDR Regulations and the FEMA Regulations without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including making application to Stock Exchange(s) for obtaining in-principle approval, listing of the Equity Shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, signing of all deeds and documents as may be required and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or any Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Non-Executive Non-Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vellayan Subbiah (DIN: 01138759), who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 26th November 2020, and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

Appointment of Mr. M A M Arunachalam (DIN: 00202958) as a Non-Executive Non-Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. M A M Arunachalam (DIN: 00202958), who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 26th November 2020, and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

Appointment of Mr. P S Jayakumar (DIN: 01173236) as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. P S Jayakumar (DIN: 01173236), who was appointed as an Additional Director (Non-Executive Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 26th November 2020, and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years i.e. from 26th November 2020 up to 25th November 2025.”

Appointment of Mr. Shailendra Roy (DIN: 02144836) as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shailendra Roy (DIN: 02144836), who was appointed as an Additional Director (Non-Executive Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 26th November 2020, and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 26th November 2020 up to 18th September 2022.”

Appointment of Ms. Sasikala Varadachari (DIN: 07132398) as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sasikala Varadachari (DIN: 07132398), who was appointed as an Additional Director (Non-Executive Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 26th November 2020, and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 26th November 2020 up to 17th September 2024.”

Appointment of Mr. Natarajan Srinivasan (DIN: 00123338) as a Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Natarajan Srinivasan (DIN: 00123338), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 26th November 2020, and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, except to the extent necessary to comply with the provisions of the Companies Act, 2013.”

Appointment of Mr. Natarajan Srinivasan (DIN: 00123338) as a Managing Director for a period of two years from 26th November 2020 up to 25th November 2022 and approval for terms of remuneration, including remuneration to be paid in case of loss or inadequacy of profits in any financial year during his tenure.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules under the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of Members of the Company be and is hereby accorded for appointment of Mr. Natarajan Srinivasan as the Managing Director of the Company for a period of two years with effect from 26th November 2020 up to 25th November 2022, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, if any, in any of the financial years during the tenure of appointment of Mr. Natarajan Srinivasan starting from 26th November 2020 up to 25th November 2022, as the Managing Director of the Company, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Natarajan Srinivasan, as per the details mentioned in the explanatory statement in conformity with Section 197, read with Schedule V of the Companies Act, 2013 without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company, be and are hereby authorised to alter/vary the terms and conditions and/or revise the remuneration package of Mr. Natarajan Srinivasan, Managing Director of the Company, from time to time as and when necessary, including the remuneration to be paid to him in the event of loss or inadequacy of profits, if any, in any of the financial years during his tenure starting from 26th November 2020 up to 25th November 2022, within the overall limits approved by the shareholders as per the details mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any of the financial years during the tenure of Mr. Natarajan Srinivasan starting from 26th November 2020 up to 25th November 2022, if there is also a default in payment of dues to any bank or public financial institution concerned or the non-convertible debenture holders, if any, or any other secured creditor, as the case may be, then the Company shall take the necessary approvals including but not limited to approvals from such bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, for the payment of remuneration as contemplated under Section 197, read with Schedule V of the Companies Act, 2013 without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize and execute any document(s) / deed(s) / writing(s) / paper(s) / agreement(s) and generally to do all acts, deeds, matters and things, including but not limited to delegation of all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

Waiver of recovery and ratification of managerial remuneration paid to Mr. Natarajan Srinivasan, Managing Director of the Company for the financial year 2020-21 in case of loss or inadequacy of profits in the said financial year

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for waiver of recovery and ratification of the managerial remuneration paid to Mr. Natarajan Srinivasan, Managing Director of the Company for the financial year 2020-21, in case of loss or inadequacy of profits in the said financial year, which may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize and execute any document(s) / deed(s) / writing(s) / paper(s) / agreement(s) and generally to do all acts, deeds, matters and things, including but not limited to delegation of all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors
For CG Power and Industrial Solutions Limited**

P Varadarajan
Company Secretary and Compliance Officer
Membership No. : ACS 8237

Mumbai, 11th May 2021

NOTES:

(a) **Convening of Extra-ordinary General Meeting through Video Conferencing / other Audio Visual Means facility:**

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020 and 39/2020 dated 8th April 2020, 13th April 2020, 5th May 2020, 15th June 2020, 28th September 2020 and 31st December 2020 respectively, issued by the Ministry of Corporate Affairs (hereinafter collectively referred as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (“**SEBI Circulars**”) and in compliance with the provisions of the Companies Act, 2013 (“**Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), the Extra-ordinary General Meeting (“**e-EGM**” or “**EGM**” or “**Meeting**”) of the Company is being conducted through Video Conferencing (“**VC**”) / other Audio Visual Means (“**OAVM**”) facility, which does not require physical presence of members at a common venue. Hence, Members are requested to attend and participate at the ensuing e-EGM through VC / OAVM facility being provided by the Company through National Securities Depository Limited (“**NSDL**”).

The deemed venue for the e-EGM shall be the Registered Office of the Company.

(b) **Quorum:**

The Members can join the e-EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the e-EGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee and Auditors, who are allowed to attend the e-EGM without restriction on account of first come first served basis.

The attendance of the Members attending the e-EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(c) **Proxy(ies):**

Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(d) **Explanatory Statement:**

An Explanatory Statement as per Section 102 of the Act in respect of the business under Item Nos. 1 to 9 of this Notice, proposed to be transacted at the e-EGM, is annexed to this Notice.

(e) **Corporate Representations:**

Pursuant to the provisions of Section 113 of the Act, Body Corporate Members who intend their authorised representative(s) to attend the e-EGM are requested to send, to the Company, a certified copy of the Resolution of its Board of Directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the EGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to scrutinisers@mmjc.in with a copy marked to investorservices@cglobal.com.

(f) **Queries:**

Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investorservices@cglobal.com. Questions/queries received by the Company till Saturday, 5th June 2021 shall only be considered and responded during the EGM.

Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending an email to investorservices@cglobal.com **any time before 5.00 p.m. (IST) on Friday, 4th June 2021**, mentioning their name, demat account number/folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM, depending on availability of time.

The queries raised should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. The Members may be allowed to pose questions during the course of the Meeting.

(g) Dispatch of Notice through electronic means and inspection of documents:

In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circulars, electronic copy of the Notice of the e-EGM of the Company are being sent to all the Members whose e-mail address are registered with the Company/Depository Participant(s).

The Members may also note that the Notice of the e-EGM will also be available on the Company's website www.cggglobal.com and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited) and also on the website of NSDL www.evoting.nsdl.com for download. Members may note that relevant documents referred in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company for inspection at investorservices@cggglobal.com.

For members who have not received the notice due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participants, they may request, for the notice, by sending an email at cginvestors@datamaticsbpm.com or investorservices@cggglobal.com. Post receipt of such request and verification of records of the shareholder, the shareholder would be provided soft copy of the notice. It is clarified that for registration of email address, the shareholders are however requested to follow due procedure for registering their email address with the Company/ RTA in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ RTA/ Company to enable servicing of notices/ documents electronically to their email address.

The Members who have not received any communication regarding this EGM for any reason whatsoever, and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting the Company's Registrar & Share Transfer Agent, Datamatics Business Solutions Limited ("RTA") at Tel No.022-6671 2001 to 6671 2006 or e-mail at cginvestors@datamaticsbpm.com between 09:00 a.m. IST to 05:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at investorservices@cggglobal.com or NSDL at evoting@nsdl.co.in.

Any person becoming the Member of the Company after the dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, 31st May 2021 may obtain the User ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website www.cggglobal.com and the website of NSDL www.evoting.nsdl.com. Alternatively, member may send request providing the email address, DP ID / Client ID, mobile number, number of shares held and self-attested PAN copy via email to cginvestors@datamaticsbpm.com for obtaining the Notice of EGM.

(h) Scrutinizer:

The Board of Directors, at its meeting held on 11th May 2021, has appointed Mr. Makarand Joshi (Membership No. FCS 5533), Partner of M/s. Makarand M. Joshi & Co., Practising Company Secretaries (C.P. No. 3662) as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman/ Managing Director /Company Secretary of the Company after completion of the scrutiny of the remote e-voting and e-voting at the EGM. The results will be announced by the Chairman/ Managing Director /Company Secretary of the Company within 48 (forty eight) hours from the conclusion of the EGM and will be posted on the Company's website viz. www.cggglobal.com and will also be posted on the website of NSDL at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges where the securities of the Company are listed.

(i) Electronic voting:

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI LODR, and Secretarial Standard – 2 ("SS-2"), the Company is providing remote e-voting facility to enable members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a member using remote e-voting system as well as e-voting at the EGM will be provided by NSDL.

Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the Meeting is Monday, 31st May 2021. The remote e-voting period will commence on Thursday, 3rd June 2021 at 9:00 a.m. (IST) and end on Sunday, 6th June 2021 at 5:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter.

The Resolutions will be deemed to have been passed on the date of the Meeting, if approved by the requisite majority.

Only those members whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC /OAVM at the e-EGM, as the case may be. A person who is not a member on the cut-off date should treat this notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at EGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

(j) Voting Rights:

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date being Monday, 31st May 2021.

(k) Registrar & Share Transfer Agent and Investor Services Department:

The Company's Registrar & Share Transfer Agent is Datamatics Business Solutions Limited ('DBSL') (Formerly known as Datamatics Financial Services Limited). In addition to the Registrar & Share Transfer Agent, our Corporate Secretarial Department is happy to assist in case of any difficulties being experienced by the Members in their interaction with DBSL.

For any communication, the Shareholders may send an e-mail to the Company's Corporate Secretarial Department at investorservices@cgglobal.com or e-mail to DBSL at cginvestor@datamaticsbpm.com.

(l) Route Map:

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members in terms of MCA Circulars and SEBI Circulars. Hence, the route map is not annexed to this Notice.

(m) Dematerialization of Shares:

Attention is drawn to Regulation 40 of SEBI LODR which has mandated that transfer of securities would be carried out only in dematerialized form.

Members are therefore requested to dematerialize their physical holdings. For any clarification, assistance or information relating to dematerialization of Company's shares, please contact the Company's Registrar & Share Transfer Agent, Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited) at Tel No. 022-6671 2001 to 6671 2006 or e-mail at cginvestors@datamaticsbpm.com.

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

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 11th May 2021 and shall be taken as forming part of the Notice.

Item 1

The Company, as part of the resolution plan for settling its obligation, has entered into the Guarantee Obligations (SCB) Settlement Agreement dated 13th November 2020 (the “**Guarantee Settlement Agreement**”) with Standard Chartered Bank (Singapore) Limited (“**SCB**”) under the Guarantee Agreement dated 8th January 2018 entered by it for guaranteeing payment/repayment obligations of CG International Holdings Singapore Pte. Limited, subsidiary of the Company, under the credit facilities for an amount aggregating to EUR 44 Million towards SCB.

As per the terms of settlement provided under the Guarantee Settlement Agreement, the Company is required to:

- (i) pay EUR 3,664,682 (Euros Three Million Six Hundred Sixty Four Thousand Six Hundred Eighty Two) to SCB; and
- (ii) issue and allot 1,38,45,000 (One Crore Thirty Eight Lakh Forty Five Thousand) fully paid-up equity shares of the Company of the face value of INR 2 each to SCB or any person authorised on their behalf to hold the same

for settling all the obligations of the Company under the Guarantee Documents (as defined under the Guarantee Settlement Agreement).

SCB is a registered foreign portfolio investor and a qualified institutional buyer.

The aforesaid issuance and allotment of equity shares of the Company, and payment of the said cash settlement for settling obligation of the Company under the Guarantee Documents has also been confirmed by Standard Chartered Bank, the authorized dealer of the Company, vide its letter dated 20th April 2021.

Approval of the Members by way of special resolution is being sought *inter-alia* in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Act as well as Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) to offer, issue and allot 1,38,45,000 equity shares of the Company of face value of INR 2 (Indian Rupees Two) each (“**Equity Shares**”) at a price of INR 73.10 (Indian Rupees Seventy Three and Paise Ten only) (including premium) per Equity Share aggregating up to INR 101,20,69,500 (Indian Rupees One Hundred and One Crore Twenty Lakhs Sixty Nine Thousand Five Hundred Only) to SCB for consideration other than cash, i.e. for settlement of liability of the Company under the guarantee issued by it pursuant to the terms set out under the Guarantee Settlement Agreement, as mentioned in the resolution at Item No.1.

The existing authorised share capital of the Company is INR 407,60,00,000 (Rupees Four Hundred Seven Crores Sixty Lakh Only) divided into 203,80,00,000 (Two Hundred Three Crores Eighty Lakh) equity shares of INR 2 (Indian Rupees Two only) each. The proposed issue is within the limits of the authorised share capital.

SCB has confirmed that they have not sold any Equity Shares of the Company during the six months preceding the Relevant Date i.e. 7th May 2021.

In terms of the provisions of the Act and the SEBI ICDR Regulations, other relevant disclosures / details are given below:

1. **Objects of the Preferential Issue**

The Equity Shares are being issued for consideration other than cash, i.e. for settlement of liability of the Company under the guarantee issued by it pursuant to the terms set out under the Guarantee Settlement Agreement.

2. **Relevant Date**

The “**Relevant Date**” for the preferential issue, as per the SEBI ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares pursuant to the preferential allotment as mentioned in Item No. 1 shall be 7th May 2021, being the last trading date 30 (thirty) days prior to the date of this EGM.

3. **Pricing of Preferential Issue**

The price of the Equity Shares to be issued is fixed at INR 73.10 (Indian Rupees Seventy Three and Paise Ten only) per Equity Share, which comprises of INR 2 (Indian Rupees Two only) face value and INR 71.10 (Indian Rupees Seventy One and Paise Ten only) premium per Equity Share, in accordance with the price determined in terms of Regulation 164(4) of the SEBI ICDR Regulations.

4. **Basis on which the price has been arrived at**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164(5) of the SEBI ICDR Regulations.

For the purpose of computation of the price per Equity Share, the price of shares on the National Stock Exchange of India Limited, the stock exchange which has the higher trading volume for the relevant period have been considered for arriving at the floor price of the shares to be allotted under the preferential allotment to qualified institutional buyers in accordance with the SEBI ICDR Regulations.

The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164(4) of Chapter V of the SEBI ICDR Regulations, which shall be a price not less than the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized Stock Exchange during the two weeks preceding the Relevant Date. Accordingly, price per Equity Share of INR 73.10 (Indian Rupees Seventy Three and Paise Ten only) has been calculated in accordance with the above provision.

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

5. Intention of promoters / directors / key managerial personnel to subscribe to the offer

None of the promoters, directors or key managerial personnel of the Company will subscribe to the proposed issue.

6. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them subject to overall finalized capital infusion table

Identity of the allottee and PAN	Category	Pre-issue shareholding	Pre Issue % share holding	Number of Equity Shares proposed to be allotted	Post Issue % holding
Standard Chartered Bank (Singapore) Limited PAN: ABBCS3236R	Qualified Institutional Buyer	Nil	Nil	1,38,45,000	1.02%*

* The above post issue shareholding pattern has been calculated without considering the equity shares that may be allotted to promoters of the Company upon conversion of outstanding warrants held by them. If the equity shares to be allotted to the promoters upon conversion of warrants are considered, the post issue shareholding of the subscriber will be 0.91%.

7. The pre issue and post issue shareholding pattern of the Company

Sr. No.	Category of shareholder	Pre-Issue of Equity Shares (As on 7 th May 2021)		Post Issue of Equity Shares*	
		Number of Shares	% of total shares	Number of Shares	% of total shares
(A)	Promoters and Promoter Group Holding				
1	Indian Promoters / Promoter Group				
(a)	Individuals / HUF	4,91,190	0.04	4,91,190	0.04
(b)	Bodies Corporate	71,16,22,684	53.18	71,16,22,684	52.64
	Sub Total	71,21,13,874	53.22	71,21,13,874	52.68
	Foreign Promoters / Promoter Group	0	0	0	0
	Total Shareholding of Promoter and Promoter Group	71,21,13,874	53.22	71,21,13,874	52.68
(B)	Non-Promoters' shareholding				
1	Institutions				
(a)	Mutual Funds	5,87,82,878	4.39	5,87,82,878	4.35
(b)	Banks / FI	4,11,030	0.03	4,11,030	0.03
(c)	Insurance Companies	1,18,06,738	0.88	1,18,06,738	0.87
(d)	FIIIs	13,26,38,540	9.92	13,26,38,540	9.81
(e)	AIF	1,52,78,839	1.14	1,52,78,839	1.13
(f)	Any Other – Qualified Institutional Buyers	30,32,359	0.23	1,68,77,359	1.25
	Sub Total (B)(1)	22,19,50,384	16.59	23,57,95,384	17.44
2	Non- Institutions				
(a)	<u>Bodies Corporate</u>				
i)	Indian	10,84,39,666	8.10	10,84,39,666	8.02
ii)	Overseas	84,625	0.01	84,625	0.01
(b)	Individuals	28,72,83,905	21.47	28,72,83,905	21.25
(c)	Directors	1,70,000	0.01	1,70,000	0.01

Sr. No.	Category of shareholder	Pre-Issue of Equity Shares (As on 7 th May 2021)		Post Issue of Equity Shares*	
		Number of Shares	% of total shares	Number of Shares	% of total shares
(d)	NRIs	75,60,926	0.57	75,60,926	0.56
	Sub Total (B)(2)	40,35,39,122	30.16	40,35,39,122	29.85
	Total Non-Promoters' Shareholding	62,54,89,506	46.75	63,93,34,506	47.29
(C)	Custodians for GDRs and ADRs	3,94,649	0.03	3,94,649	0.03
	GRAND TOTAL	133,79,98,029	100.00	135,18,43,029	100.00

8. **The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed allottee**

Name of Proposed Allottees	Details of the Ultimate Beneficial Owner/Beneficial Ownership
Standard Chartered Bank (Singapore) Limited	Standard Chartered Bank, United Kingdom of Great Britain and Northern Ireland

9. **Proposed time within which the allotment shall be completed**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members granting consent for preferential issue or in the event, allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of receipt of last such approval(s) or permission, as the case may be.

10. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**

During the financial year 2021-2022, no preferential allotment have been made to any person as on the date of this notice.

The details of securities issued by the Company on preferential allotment basis in the financial year 2020-2021 are set out below:

Identity of the Subscriber	Type of Security	Number of Securities Allotted	Price per security including premium (in INR)	Total Subscription Amount (in INR)
Tube Investments of India Limited	Equity Shares	64,25,23,365	8.56	550,00,00,004
Tube Investments of India Limited	Warrants	17,52,33,645	8.56	150,00,00,001
Tube Investments of India Limited	Equity Shares	6,87,28,522	14.55	99,99,99,995.10

11. **Change in control, if any, in the Company that would occur consequent to the preferential offer**

There will be no change in control in the Company consequent to the completion of the preferential allotment to the aforementioned Beneficiary.

12. **The percentage of post preferential issue capital that may be held by the allottee is as under**

Please refer to Paragraph 6 above.

13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer**

The Equity Shares are being issued to Standard Chartered Bank (Singapore) Limited, a qualified institutional investor, in accordance with terms set out under the Guarantee Settlement Agreement dated 13th November 2020.

The Company has obtained a report from Mr. Rahul Bansal, a Registered Valuer (RV. No. IBBI/RV/06/2020/13391) registered with the Insolvency and Bankruptcy Board of India, for valuation of the consideration amount, i.e. settlement of obligations of the Company under the guarantee agreement. The said valuation report shall be available for inspection by the members on request. Kindly send your request at investorservices@cglobal.com.

14. **Lock in period**

The Equity Shares shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

15. Auditor's certificate

A certificate from M/s. S R B C & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations will be available for inspection by the members on request. Kindly send your request at investorservices@cgglobal.com. A copy of the certificate shall be placed before the Members during the EGM.

16. Report of a Registered Valuer for price of shares

Provision relating to obtaining Valuation Report from a Registered Valuer for valuation of the price of shares to be issued on a preferential basis contained in the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable. The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164(4) of Chapter V of the SEBI ICDR Regulations.

17. Undertaking

The Beneficiary has confirmed that it has not sold any Equity Shares of the Company during the six months preceding the Relevant Date and that it has not subscribed to any shares of the Company during the last one year.

The Company is in compliance with the conditions for continuous listing.

To the best of the knowledge of the Company, none of the Directors or Promoters and the Company, are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.

None of the Directors of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its Members. The Board of Directors, therefore, recommends the passing of the resolution at Item No. 1 as a Special Resolution.

None of the promoters, directors and key managerial personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their shareholding in the Company.

Item 2

In terms of the Securities Subscription Agreement (“SSA”) executed between the Company and Tube Investments of India Limited (“TII”), holding company of the Company, all the erstwhile Board members of the Company resigned and the Board of Directors of the Company was reconstituted by appointment of three new Independent Directors and three persons nominated by TII as directors on the Board of Directors of the Company. The Members may further note that these new Board members were appointed as Additional Directors with effect from 26th November 2020, to hold office up to the date of the ensuing Annual General Meeting of the Company in accordance with Section 161 of the Companies Act, 2013.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on 26th November 2020, appointed Mr. Vellayan Subbiah (DIN: 01138759) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company. He was also appointed as the Chairman of the Board of Directors of the Company. In terms of the provisions of Section 161 of the Act, Mr. Vellayan Subbiah holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for being appointed as Non-Executive Non-Independent Director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing candidature of Mr. Vellayan Subbiah for the office of the Director of the Company.

Mr. Vellayan Subbiah is a Bachelor of Technology in Civil Engineering from IIT Madras and holds a Master's in Business Administration from the University of Michigan. He has over 23 years of work experience in consulting, technology and financial services. He is currently the Managing Director of Tube Investments of India Limited. He was earlier the Managing Director of Cholamandalam Investment and Finance Company Limited. He is on the Board of various companies including Shanthi Gears Limited, Cholamandalam Financial Holdings Limited and SRF Limited. He was a recipient of the Extraordinary Entrepreneur of the Year - TIECON 2014 Award.

Other details of Mr. Vellayan Subbiah as stipulated under Regulation 36 of the SEBI LODR and SS-2 are provided in the Annexure to this Explanatory Statement.

The Board considers that Mr. Vellayan Subbiah's association would be of immense benefit to the Company and desires to avail his services as a Non-Executive Director of the Company.

In view of the above and in terms of the applicable provisions of the Act, Mr. Vellayan Subbiah is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation.

Except Mr. Vellayan Subbiah, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 2 of the accompanying Notice. Mr. Vellayan Subbiah is not related to any Director of the Company. The Explanatory Statement together with the accompanying Notice and Annexure thereto may also be regarded as a disclosure under Regulation 36 of SEBI LODR.

The Board recommends the Ordinary Resolution at Item No. 2 of this Notice for approval of the Members.

Item 3

As mentioned in Item No. 2 above, the Board of Directors of the Company was reconstituted in terms of the SSA executed between the Company and Tube Investments of India Limited.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on 26th November 2020, appointed Mr. M A M Arunachalam (DIN: 00202958) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company. In terms of the provisions of Section 161 of the Act, Mr. M A M Arunachalam holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for being appointed as a Non-Executive Non-Independent Director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing candidature of Mr. M A M Arunachalam for the office of the Director of the Company.

Mr. M A M Arunachalam is a MBA graduate from the University of Chicago. He is the Managing Director of Parry Enterprises India Limited (“PEIL”). A fourth generation member of the Murugappa family, he drives the business development and strategic initiatives of PEIL by identifying opportunities for its divisions - General Marketing Division (GMD), Parry Travels and Tuflex India. He is the Chairman of Board of Tube Investments of India Limited and a director on the Boards of Cholamandalam Investment and Finance Company Limited, Ambadi Investments Limited, Cholamandalam Home Finance Limited, Shanthi Gears Limited and Coromandel Engineering Company Limited.

Other details of Mr. M A M Arunachalam as stipulated under Regulation 36 of the SEBI LODR and SS-2 are provided in the Annexure to this Explanatory Statement.

The Board considers that Mr. Arunachalam's association would be of immense benefit to the Company and desires to avail his services as a Non-Executive Director of the Company.

In view of the above and in terms of the applicable provisions of the Act, Mr. M A M Arunachalam is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation.

Except Mr. M A M Arunachalam, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 3 of the accompanying Notice. Mr. Arunachalam is not related to any Director of the Company. The Explanatory Statement together with the accompanying Notice and Annexure thereto may also be regarded as a disclosure under Regulation 36 of SEBI LODR.

The Board recommends the Ordinary Resolution at Item No. 3 of this Notice for approval of the Members.

Item 4

As mentioned in Item No. 2 above, the Board of Directors of the Company was reconstituted in terms of the SSA executed between the Company and Tube Investments of India Limited.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on 26th November 2020, appointed Mr. P S Jayakumar (DIN: 01173236) as an Additional Director in the capacity of Non-Executive Independent Director of the Company. In terms of the provisions of Section 161 of the Act, Mr. P S Jayakumar holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for being appointed as a Non-Executive Independent Director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing candidature of Mr. P S Jayakumar for the office of the Director of the Company.

Mr. P S Jayakumar is Master in Commerce, University of Chennai, a Chartered Accountant from the Institute of Chartered Accountants of India, MBA graduate from XLRI Jamshedpur and Gurukul Chevening Scholar, London School of Economics and Political Science. He has experience of working with Citibank, VBHC Value Homes and Home First India. He was also the Managing Director and CEO of Bank of Baroda from October 2015 to October 2019. He currently holds directorships in various companies like TMF Holdings Limited, Tata Motors Finance Limited, Emcure Pharmaceuticals Limited, Adani Ports and Special Economic Zone Limited, LICHFL Asset Management Company Limited, Northern ARC Capital Limited, Tata Motors Finance Solutions Limited and JM Financial Limited.

Other details of Mr. P S Jayakumar as stipulated under Regulation 36 of the SEBI LODR and SS-2 are provided in the Annexure to this Explanatory Statement.

Mr. Jayakumar has confirmed that he meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of SEBI LODR. In the opinion of the Board, Mr. Jayakumar fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that Mr. Jayakumar's association would be of immense benefit to the Company and desires to avail his services as an Independent Director of the Company.

In view of the above and in terms of the provisions of Section 149 and other applicable provisions of the Act, Mr. P. S. Jayakumar is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for five consecutive years, i.e. with effect from 26th November 2020 to 25th November 2025.

Except Mr. P. S. Jayakumar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 4 of the accompanying Notice. Mr. Jayakumar is not related to any Director of the Company. The Explanatory Statement together with the accompanying Notice and Annexure thereto may also be regarded as a disclosure under Regulation 36 of SEBI LODR.

The Board recommends the Ordinary Resolution at Item No. 4 of this Notice for approval of the Members.

Item 5

As mentioned in Item No. 2 above, the Board of Directors of the Company was reconstituted in terms of the SSA executed between the Company and Tube Investments of India Limited.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on 26th November 2020, appointed Mr. Shailendra Roy (DIN: 02144836) as an Additional Director in the capacity of Non-Executive Independent Director of the Company. In terms of the provisions of Section 161 of the Act, Mr. Shailendra Roy holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for being appointed as a Non-Executive Independent Director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing candidature of Mr. Shailendra Roy for the office of the Director of the Company.

Mr. Shailendra Roy was responsible for business operations of L&T in the Power (coal, nuclear and gas-based) sector, and Corporate Affairs. He oversaw various joint venture companies which were envisioned to cater to India's infrastructure and power requirements – including manufacture of supercritical and ultra-supercritical boilers and turbines and generators, axial fans and development of requisite engineering prowess to set up India's most efficient power plants. The first supercritical power plant with indigenously built boiler, turbine and generator at Rajpura, Punjab and India's first ultra-supercritical power plant at NTPC Khargone came to fruition under his stewardship. Five more supercritical power plants for the state utilities of Rajasthan, Madhya Pradesh, Andhra Pradesh, and Maharashtra and an IPP in Madhya Pradesh are in operation – all executed under his leadership. Under him, L&T made a foray into international market winning four gas-based projects and completing three of them in Bangladesh.

He also established a new line of business in the Power fold - the 'Enviro Systems Group' to specially address concerns of pollution from thermal power plants. Under his able leadership, L&T also adopted the technology for removal of Sulphur dioxide – currently being installed at 28 thermal power plant units across the country. Separately, technology for removal of oxides of nitrogen from power plant emissions was also adopted.

Under him, L&T's state-of-the-art facilities that are in sync with the 'Make in India' initiative, have set global benchmarks in scale and sophistication. The JV with NPCIL, which was under him, provides a major strategic and sustainable alternative to the import of heavy forgings for India's nuclear program. He also initiated L&T's entry into development of power projects (thermal, solar & hydro), shipbuilding, substations, transmission lines, railway electrification, highways and transportation and was responsible for the growth of such new business ventures. Earlier, he spearheaded L&T Heavy Engineering, which is recognized as one of the world's top 5 heavy fabricators and whose plants have been awarded the Sword of Honour by the British Safety Council. He was instrumental in driving L&T's focus towards missile, air defence, bridging systems, avionics and weapon systems, making it the largest private sector partner in India's Defence sector winning a prestigious order of 100 units of K9-Vajra Howitzer from the Govt. of India and a critical partner in India's aerospace endeavor - ISRO's Chandrayaan mission. Under him L&T also won and delivered various steam generators and end shields for Pressurized Heavy Water (PHW) nuclear reactors. L&T Power Training Institute was set up under his guidance to impart knowledge by experts. Besides training in-house engineers, the institute extends its services to customers, engineering students and faculty members. He is also a vocal proponent for adoption of industry 4.0 to boost the sector.

Mr. Roy, over the years, has been the voice of the Indian industry, representing it in various forums, raising matters having national and global impact. He has been a vital part of FICCI and CII think-tanks, presenting roadmaps of growth and development to the policy makers. He is often invited to industrial forums and conferences to share his valuable expertise, insights and strategies related to manufacturing, construction, power, and infrastructure.

Mr. Roy started his career in 1975 and spent 25 years in BHEL. He also served as MD and CEO of a Government of India Undertaking – Bharat Heavy Plates and Vessels Limited that manufactures power and refinery equipment on turnkey basis. He has a B. Tech. degree from IIT (BHU) and is a graduate of the Wharton Advanced Management Program.

He has been awarded the Udyog Rattan Award 2003 by Institute of Economic Studies. He has been conferred with the Hall of Fame Award 2016 for his outstanding achievement and commitment to development of Indian industry at 5th Annual Manufacturing Today conference. He was awarded CEO of the Year Award 2018 by Construction Times magazine. Other honours bestowed on him include the distinguished speaker award by Indo-American Chamber of Commerce (2017) and award for contribution to Planning Commission by PPMI (2010-11).

Other details of Mr. Shailendra Roy as stipulated under Regulation 36 of the SEBI LODR and SS-2 are provided in the Annexure to this Explanatory Statement.

Mr. Shailendra Roy has confirmed that he meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of SEBI LODR. In the opinion of the Board, Mr. Shailendra Roy fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that Mr. Shailendra Roy's association would be of immense benefit to the Company and desires to avail his services as an Independent Director of the Company.

Mr. Shailendra Roy is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from 26th November 2020 up to 18th September 2022 i.e. the date when he attains 70 years of age.

Except Mr. Shailendra Roy, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 5 of the accompanying Notice. Mr. Roy is not related to any Director of the Company. The Explanatory Statement together with the accompanying Notice and Annexure thereto may also be regarded as a disclosure under Regulation 36 of SEBI LODR.

The Board recommends the Ordinary Resolution at Item No. 5 of this Notice for approval of the Members.

Item 6

As mentioned in Item No. 2 above, the Board of Directors of the Company was reconstituted in terms of the SSA executed between the Company and Tube Investments of India Limited.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on 26th November 2020, appointed Ms. Sasikala Varadachari (DIN: 07132398) as an Additional Director in the capacity of Non-Executive Independent Director of the Company. In terms of the provisions of Section 161 of the Act, Ms. Sasikala Varadachari holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for being appointed as a Non-Executive Independent Director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing candidature of Ms. Sasikala Varadachari for the office of the Director of the Company.

Ms. Sasikala Varadachari holds Masters in Economics and a Chartered Associate of Indian Institute of Bankers (CAIIB). She holds a Certificate in Financial Markets from Securities Institute of Australia, Melbourne. She was associated with State Bank of India (SBI) group since 1977 and was holding several important portfolios in SBI including, Chief Executive Officer of SBI - Tel Aviv, Israel and General Manager – Shares & Bonds, Corporate Centre. She retired from SBI as Chief General Manager, Strategic Training Unit, Corporate Centre. She is a director on the Boards of Sundaram-Clayton Limited, TVS Credit Services Limited, TVS Motor Services Limited, Cholamandalam Securities Limited among others.

Other details of Ms. Sasikala Varadachari as stipulated under Regulation 36 of the SEBI LODR and SS-2 are provided in the Annexure to this Explanatory Statement.

Ms. Sasikala Varadachari has confirmed that she meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of SEBI LODR. In the opinion of the Board, Ms. Sasikala Varadachari fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR for her appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that Ms. Sasikala Varadachari's association would be of immense benefit to the Company and desires to avail her services as an Independent Director of the Company.

Ms. Sasikala Varadachari is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from 26th November 2020 up to 17th September 2024 i.e. the date when she attains 70 years of age.

Except Ms. Sasikala Varadachari, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 6 of the accompanying Notice. Ms. Varadachari is not related to any Director of the Company. The Explanatory Statement together with the accompanying Notice and Annexure thereto may also be regarded as a disclosure under Regulation 36 of SEBI LODR.

The Board recommends the Ordinary Resolution at Item No. 6 of this Notice for approval of the Members.

Item 7, 8 and 9

As mentioned in Item No. 2 above, the Board of Directors of the Company was reconstituted in terms of the SSA executed between the Company and Tube Investments of India Limited.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on 26th November 2020, appointed Mr. Natarajan Srinivasan (DIN: 00123338) as an Additional Director in the capacity of Managing Director of the Company for a period of three consecutive years. Thereafter, subject to approval of the members, the Board of Directors of the Company had, at its meeting held on 5th February 2021, revised the tenure of appointment of Mr. N Srinivasan from three years to two years.

In terms of the provisions of Section 161 of the Act, Mr. Natarajan Srinivasan holds office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member proposing candidature of Mr. Natarajan Srinivasan for the office of the Director of the Company.

Mr. Natarajan Srinivasan is a commerce graduate, a Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has more than 35 years of corporate work experience spanning across finance, legal, Projects and General Management functions. Between 2004 and 2018 he held several senior positions in the Murugappa Group, as Director in Murugappa Corporate Board, Group Finance Director, Lead Director - Financial Services Business, Executive Vice Chairman and Managing Director of Cholamandalam Investment and Finance Company Limited.

He also served on the Boards of Cholamandalam MS General Insurance Limited, Tube Investments of India Limited and TI Financial Holdings Limited. In December 2018, the Government of India appointed him on the Board of Infrastructure Leasing and Financial Services Limited

Besides, he is also an Independent Director on the Boards of Godrej Agrovet Limited and Computer Age Management Services Limited.

On the recommendation of Nomination and Remuneration Committee and subject to approval of the members of the Company, the Board of Directors of the Company, at its meeting held on 5th February 2021, approved the terms of appointment of Mr. Natarajan Srinivasan as mentioned below:

a.	Salary (Basic)	INR 11,00,000/- per month in the scale of INR 11,00,000/- to INR 25,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.
b.	Allowances/ Perquisites/ Incentive	<p>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance;</p> <p>(b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities;</p> <p>(c) <u>Incentives:</u> As may be approved by the Nomination and Remuneration Committee from time to time. Incentive (at 100% level) will be 35% of annual pay (Annual pay includes salary, perquisites, allowances, incentives and retiral benefits); and <u>High Performance bonus:</u> As may be approved by the Nomination and Remuneration Committee from time to time. High Performance bonus (at 100% level) will be 35% of annual pay (Annual pay includes salary, perquisites, allowances, incentives and retiral benefits);</p> <p>(d) The allowances and perquisites shall not exceed 150% of the salary.</p>
c.	Retirement benefits	<p>(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time.</p> <p>(ii) Encashment of leave as per rules of the Company in force from time to time.</p>
d.	General	<p>(i) In the event of absence or inadequacy of profits in any financial year, Mr. Srinivasan shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.</p> <p>(iii) The aggregate remuneration (including salary, allowances, perquisites, incentives / commission and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.</p> <p>(iv) Mr. Srinivasan will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Mr. Srinivasan will be entitled for grant of stock options under Employee Stock Option Scheme(s), if any.</p> <p>(vi) Mr. Srinivasan will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.</p>

In view of the above and in terms of the applicable provisions of the Act, Mr. Natarajan Srinivasan is proposed to be appointed as the Managing Director of the Company, not liable to retire by rotation, except to the extent necessary to comply with the provisions of the Companies Act 2013, for a period of two years i.e. from 26th November 2020 up to 25th November 2022 on the terms and conditions as set out in the Explanatory Statement.

Ratification and Waiver of recovery of remuneration paid to Mr. Srinivasan during F.Y. 2020-21

Pursuant to the provisions of Sections 197 and 198 of the Companies Act 2013 (“the Act”), read with Schedule V of the Act, a company having inadequate profits or losses calculated under Section 198 of the Act in any financial year, can pay remuneration to its managerial personnel for such financial year, subject to the requisite approval of members and in conformity with the conditions prescribed in Section 197 read with Schedule V of the Act.

Owing to the provisions against doubtful advances made to erstwhile promoters and their affiliate companies / erstwhile connected parties, provisions against loans given to subsidiaries and impairment provisions made, the Company is expected to incur losses or have inadequate profits for the financial year 2020-21 as calculated in terms of Section 198 of the Act, for determination of managerial remuneration

In terms of Section 197 of the Act, if any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the prescribed limits under the said section, then such director shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, the director shall hold such sum in trust for the company. However, Section 197(10) of the Act provides that the members of the company can ratify and waive off the recovery of such sums by passing a special resolution.

In view of the above and in anticipation of the losses or inadequate profit that is likely to be incurred for the financial year 2020-21, the Company is seeking approval of the members for ratification and waiver of recovery of remuneration paid to Mr. N Srinivasan for the financial year 2020-21 in terms of Section 197 of the Act read with Schedule V thereto. The Board of Directors of the Company believes that the remuneration paid to Mr. N Srinivasan is justified in terms of his key role within the Company.

Further, as per the requirement of Schedule V of the Companies Act, 2013, in case of loss or inadequacy of profits in any of the financial year during his tenure i.e. from 26th November 2020 up to 25th November 2022, if there is also a default in payment of dues in the said financial years to any bank or public financial institution concerned or the non-convertible debenture holders, if any, or any other secured creditor, as the case may be, then the Company shall obtain the requisite approval from such bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be for the payment of remuneration to Mr. Srinivasan in such financial year.

Mr. Srinivasan does not hold any equity shares in the Company either in his individual capacity, or beneficially for others and is not related to any Director or Key Managerial Personnel of the Company.

The Company remains committed to pursue the long term interest of all its stakeholders and consider it necessary to retain high caliber talent to steer the Company through this difficult period and improve the performance of the Company. This requires that the Company’s leadership team shall be appropriately remunerated.

The Board considers that Mr. Srinivasan’s contribution to the Company would be of immense benefit and accordingly, the Board recommends the Ordinary Resolution at Item No. 7 and Special Resolutions at Item Nos. 8 and 9 of this Notice, for the approval of the Members of the Company.

Other details of Mr. N Srinivasan as stipulated under Regulation 36 of the SEBI LODR and SS-2 are provided in the Annexure to this Explanatory Statement.

Except for Mr. N Srinivasan, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 7 and Special Resolutions as set out at Item Nos. 8 and 9 of the accompanying Notice except to the extent of their shareholding in the Company, if any. The Explanatory Statement together with the accompanying Notice and Annexure thereto may also be regarded as a disclosure under Regulation 36 of SEBI LODR. This Explanatory Statement together with accompanying Notice may be regarded as a memorandum setting out terms of employment of Mr. N Srinivasan under Section 190 of the Act.

Information pursuant to the provision of Schedule V of the Act is as follows:

I. General Information:

1. Nature of Industry:

The Company provides end-to-end solutions in the management and application of electrical energy. Its business portfolio has been structured into Power Systems and Industrial Systems. The Company’s unique and diverse portfolio ranges from transformers, switchgear, circuit breakers, network protection and control gear, project engineering, HT and LT motors, drives, Power Automation Products and turnkey solutions in all these areas, thus enhancing many aspects of industrial and personal life.

2. Date of commencement of commercial operations: The Company started its commercial production in the year 1937.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

(INR Crores)

Particulars	Stand-alone		Consolidated	
	Nine months ended 31 st December 2020	Financial Year ended 2019-20	Nine months ended 31 st December 2020	Financial Year ended 2019-20
Net Sales and Services	1504	3169	1846	5110
EBIDTA	88	160	141	45
Less: Finance cost	146	281	171	324
Less: Depreciation	61	91	106	211
Loss before Exceptional Items and Tax	(119)	(212)	(136)	(490)
Exceptional items (net)	(1161)	(1698)	(938)	(1788)
Loss before Tax	(1280)	(1910)	(1074)	(2278)
Less: Tax Expense / (Credit)	(397)	(111)	(386)	(118)
Loss from continuing operations	(883)	(1799)	(688)	(2160)
Less: Minority Interest	NA	NA	(15)	(7)
Share of profit / (loss) in Associates and Joint Venture	NA	NA	-	-
Loss after minority interest and share of Associate and Joint Venture	(883)	(1799)	(673)	(2153)
Loss before tax from discontinued operations	-	-	(0)	(7)
Tax expenses / (Credit) from discontinued operations	-	-	-	0
Net Loss from discontinued operations	-	-	(0)	(7)
Total Loss	(883)	(1799)	(673)	(2160)

5. Foreign investments or collaborations, if any:

The Company has investments from foreign entities in the form of Foreign Portfolio Investors, Non-Resident Individuals and Overseas Corporate Bodies acquired through Stock Exchange Platform, the details of the same as of 31st March 2021 is provided below:

Particulars	No. of shares	%
Foreign Portfolio Investors	11,76,77,816	8.80
Non Resident Indians (Repatriation)	46,78,836	0.35
Non Resident Indians (Non-Repatriation)	30,33,328	0.23
Overseas Corporate Bodies	61,250	0.00
Foreign National	808	0.00
Foreign Bodies	15,000	0.00

The Company has not entered into any Foreign Collaborations.

II. Information about Mr. N Srinivasan:

1. Background details, Job profile and his suitability:

As provided in the explanatory statement to Item 7, 8 and 9

2. Past Remunerations:

As mentioned earlier, Mr. N Srinivasan was appointed as a Managing Director of the Company w.e.f 26th November 2020. The remuneration to Mr. N Srinivasan as per the terms and conditions mentioned in the above explanatory statement is paid on proportionate basis for the period from 26th November, 2020 to 31st March, 2021.

3. Recognition or awards:

He joined Carborundum Universal Limited as its Chief Financial Officer in the year 2004 and was later elevated as a member of the Murugappa Corporate Board and as Group Director – Finance. As Lead Director - Financial Services Business of the Group he guided the NBFC and General Insurance Businesses of the Murugappa Group. He was Executive Vice Chairman and Managing Director of Cholamandalam Investment and Finance Company Limited. Recognizing his expertise in the industry, the Government of India appointed him to the Board of Infrastructure Leasing and Financial Services Limited in December 2018.

4. Remuneration proposed: As set out herein above

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

After benchmarking with the remuneration paid by other companies in the same industry and of comparable size, the remuneration payable to Mr. N Srinivasan was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on 05th February 2021, subject to approval of Members of the Company.

Mr. N Srinivasan is entrusted with the management of affairs of the Company and hence considering his experience, areas of expertise, existing profile and responsibilities coupled with the complex nature of business as well as the size and industry of the Company, the proposed remuneration is commensurate with the industry standards and board level positions.

6. Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. N Srinivasan's association with the Company is in professional capacity. He does not hold any securities of the Company. Except the remuneration paid/ payable to Mr. N Srinivasan, there is no other pecuniary relationship with the Company. Further he is not related to the promoters or any director of the Company or any of the key managerial personnel.

III. Other Information

1. Reasons for Loss or Inadequate Profits:

Significant monetary and financial irregularities committed in the past by the erstwhile promoters/management have impacted the financial performance of the Company. Further, on account of the provisions made by the Company against doubtful advances to erstwhile promoters / affiliate companies / erstwhile connected parties, provisions against loans given to subsidiaries and impairment provision, the Company is expected to incur losses or have inadequate profits for the financial year 2020-21. Also, COVID 19 pandemic has had impacted the performance and operation of the Company during the financial year 2020-21. The Company was classified as a Non Performing asset and the new management is working on reviving the Company.

2. Steps taken or proposed to be taken to improve performance:

Tube Investments of India Limited ("TII") infused a capital of INR 687.50 Crores by way of subscribing to the equity shares and warrants of the Company, thereby acquiring a majority stake in the Company. The balance warrant subscription money aggregating to INR 112.50 Crores is payable by TII upon exercising the option to convert the warrants into equity shares.

TII had also entered into settlement with the Lenders of the Company under Debt Resolution Plan. The outstanding obligation of the Company towards the Lenders in terms of the said settlement with the Lenders has been discharged by payment of upfront consideration of INR 650 Crores to Lenders as compromise settlement, submission of counter guarantee for the non-fund based facilities extended by the Lenders to the Company, issuance and allotment of NCDs aggregating to INR 200 Crores; and recognizing the debt of INR 150 Crores in the books of the Company against CG House Property.

Further, with the equity funds infused, the management of working capital of the Company has improved and the Company is in a position to carry on its operations effectively, which was otherwise constrained due to lack of working capital to execute orders from customers.

The Company has and is in the process of closing down / liquidating some of its unviable overseas business units to make the organization structure more linear and to focus only on the core assets of the Company.

This will help the Company to improve its performance and realize its potential in the financial year 2021-22 and thereafter.

3. Expected increase in productivity and profits in measurable terms:

Under the leadership of Mr. N Srinivasan, the overall performance of the Company is expected to improve.

IV. Disclosures:

The Company will make appropriate disclosures as required under Schedule V of the Act in the 'Report on Corporate Governance' that shall form part of the 84th Annual Report of the Company.

The Board recommends the Ordinary Resolution at Item No. 7 and Special Resolutions at Item Nos. 8 and 9 of this Notice for approval of the Members.

**By Order of the Board of Directors
For CG Power and Industrial Solutions Limited**

P Varadarajan

Company Secretary and Compliance Officer
Membership No. : ACS 8237

Mumbai, 11th May 2021

ANNEXURE TO ITEM NOS. 2, 3, 4, 5, 6, 7 AND 8 OF THE NOTICE CONVENING

THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

Details of Directors seeking appointment at the Extra-Ordinary General Meeting of the Company pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Vellayan Subbiah (Item No. 2)	Mr. M A M Arunachalam (Item No. 3)	Mr. P S Jayakumar (Item No. 4)
DIN	01138759	00202958	01173236
Nationality	Indian	British	Indian
Date of first appointment on the Board of Directors	26 th November 2020 as an Additional Director	26 th November 2020 as an Additional Director	26 th November 2020 as an Additional Director
Age	51	53	59
Qualifications	Bachelor of Technology in Civil Engineering from IIT Madras Master's in Business Administration from the University of Michigan	MBA graduate from the University of Chicago	Master in Commerce, University of Chennai Chartered Accountant from the Institute of Chartered Accountants of India MBA graduate from XLRI Jamshedpur Gurukul Chevening Scholar, London School of Economics and Political Science
Capacity	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
Experience and expertise in specific Functional Areas	He has over 23 years of work experience in consulting, technology and financial services.	Has has over 25 years of experience in diverse areas of Business Development and strategic initiatives	He started his career with Citibank in 1986 – joined as an entry level Management Associate and his last held position in 2008 was Country Head, for Citibank's consumer business. Thereafter, in 2008, he co-promoted two companies – (i) VBHC Value Homes Private Limited and (ii) Home First India Finance Limited. In 2015, he was selected by the Government of India to serve as the Managing Director and CEO for Bank of Baroda, a position he held for 4 years.
List of Directorships held in other Companies	<ul style="list-style-type: none"> • SRF Limited • Shanthi Gears Limited • Tube Investments of India Limited • Cholamandalam Financial Holdings Limited • Cholamandalam Investment and Finance Company Limited • Ambadi Investments Limited • DOT IOT Technologies Private Limited • CherryTin Online Private Limited • CG Power Americas, LLC • QEI, LLC 	<ul style="list-style-type: none"> • Shanthi Gears Limited • Tube Investments of India Limited • Cholamandalam Investment and Finance Company Limited • Coromandel Engineering Company Limited • Cholamandalam Home Finance Limited • New Ambadi Estates Private Limited • Ambadi Investments Limited • Parry Enterprises India Limited • AR Lakshmi Achi Trust • Great Cycles (Private) Limited, Sri Lanka • Creative Cycles (Private) Limited, Sri Lanka 	<ul style="list-style-type: none"> • Adani Ports and Special Economic Zone Limited • JM Financial Limited • Emcure Pharmaceuticals Limited • VBHC Value Homes Private Limited • Tata Motors Finance Limited • TVS Industrial & Logistics Parks Private Limited • LICHFL Asset Management Company Limited • Tata Motors Finance Solutions Limited • Northern Arc Capital Limited • TMF Holdings Limited

Name of the Director	Mr. Vellayan Subbiah (Item No. 2)	Mr. M A M Arunachalam (Item No. 3)	Mr. P S Jayakumar (Item No. 4)
Membership/ Chairmanship in the Committees of the Boards of companies in which he/ she is a Director	<p>CG Power and Industrial Solutions Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee – Chairman Risk Management Committee – Chairman Audit Committee – Member Nomination and Remuneration Committee – Member Finance Committee – Chairman <p>Tube Investments of India Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee – Member Shares and Debentures Committee – Member Loans Committee – Member <p>SRF Limited</p> <ul style="list-style-type: none"> Audit Committee – Member <p>Cholamandalam Investment and Finance Company Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee – Member Corporate Social Responsibility Committee – Chairman IT Strategy Committee – Member Nomination and Remuneration Committee – Member Business Committee – Chairman 	<p>CG Power and Industrial Solutions Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee – Member Stakeholders' Relationship Committee – Member <p>Tube Investments of India Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee – Chairman Shares and Debentures Committee – Chairman Loans Committee – Chairman Audit Committee – Member Nomination and Remuneration Committee – Member <p>Cholamandalam Investment and Finance Company Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member Business Committee – Member <p>Coromandel Engineering Company Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Stakeholders' Relationship Committee – Chairman <p>Parry Enterprises India Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration committee – Member 	<p>CG Power and Industrial Solutions Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member <p>Adani Ports and Special Economic Zone Limited</p> <ul style="list-style-type: none"> Audit Committee – Member <p>Emcure Pharmaceuticals Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee - Member <p>Tata Motors Finance Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Stakeholders' Relationship Committee – Chairman <p>LICHFL Asset Management Company Limited</p> <ul style="list-style-type: none"> Audit Committee – Member <p>Tata Motors Finance Solutions Limited</p> <ul style="list-style-type: none"> Audit Committee – Member <p>Northern Arc Capital Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee - Member <p>TMF Holdings Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman <p>TVS Industrial & Logistics Parks Private Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman
Terms and Conditions of appointment/ re-appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation	Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 26 th November 2020 up to 25 th November 2025
Details of remuneration sought to be paid	Entitled to sitting fees for attending meetings of the Board/Committees and commission as per the limits set out in the Act.	Entitled to sitting fees for attending meetings of the Board/Committees and commission as per the limits set out in the Act.	Entitled to the sitting fees for attending meetings of the Board/Committees and commission as per the limits set out in the Act.
Last drawn remuneration	Not applicable	Not applicable	Not applicable
Number of meetings of Board attended (during the period 26 th November 2020 till 31 st March 2021)	5* <i>*(Appointed on the Board w.e.f. 26.11.20)</i>	4* <i>*(Appointed on the Board w.e.f. 26.11.20)</i>	5* <i>*(Appointed on the Board w.e.f. 26.11.20)</i>
Number of shares held in the Company	NIL	1,65,000 shares	NIL
Justification for choosing the individual for appointment as an Independent Director	Not applicable	Not applicable	As set out in accompanying explanatory statement of this Notice at Item No. 4
Relationship with other Directors/ KMPs	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

Name of the Director	Mr. Shailendra Roy (Item No. 5)	Ms. Sasikala Varadachari (Item No. 6)	Mr. N Srinivasan (Item No. 7 and 8)
DIN	02144836	07132398	00123338
Nationality	Indian	Indian	Indian
Date of first appointment on the Board of Directors	26 th November 2020 as an Additional Director	26 th November 2020 as an Additional Director	26 th November 2020 as an Additional Director
Age	68	66	63
Qualifications	B.Tech from IIT (BHU) Graduate of the Wharton Advanced Management Program.	Masters in Economics Chartered Associate of Indian Institute of Bankers (CAIIB) Certificate in Financial Markets from Securities Institute of Australia, Melbourne	Chartered Accountant from the Institute of Chartered Accountants of India Company Secretary from the Institute of Company Secretaries of India
Capacity	Non-Executive Independent Director	Non-Executive Independent Director	Managing Director
Experience and expertise in specific Functional Areas	He started his career in 1975 and spent 25 years in BHEL. He also served as MD and CEO of a Government of India Undertaking – Bharat Heavy Plates and Vessels Limited that manufactures power and refinery equipment on turnkey basis. He was responsible for business operations of Larsen & Toubro in the Power (coal, nuclear and gas-based) sector, and Corporate Affairs. He oversaw various joint venture companies which were envisioned to cater to India's infrastructure and power requirements – including manufacture of supercritical and ultra-supercritical boilers and turbines and generators, axial fans and development of requisite engineering prowess to set up India's most efficient power plants.	She was associated with State Bank of India (SBI) group since 1977 and was holding several important portfolios in SBI including, Chief Executive Officer of SBI - Tel Aviv, Israel and General Manager – Shares & Bonds, Corporate Centre. She retired from SBI as Chief General Manager, Strategic Training Unit, Corporate Centre	He has more than 35 years of Corporate work experience spanning across finance, legal, Projects and General Management functions.
List of Directorships held in other Companies	<ul style="list-style-type: none"> National Highways Infra Investment Managers Private Limited 	<ul style="list-style-type: none"> Sundaram-Clayton Limited TVS Motor Services Limited TVS Credit Services Limited Cholamandalam Securities Limited 	<ul style="list-style-type: none"> Godrej Agrovet Limited Computer Age Management Services Limited Infrastructure Leasing and Financial Services Limited
Membership/ Chairmanship in the Committees of the Boards of companies in which he/she is a Director	<p><u>CG Power and Industrial Solutions Limited</u></p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders' Relationship Committee – Member <p><u>National Highways Infra Investment Managers Private Limited</u></p> <ul style="list-style-type: none"> Audit Committee – Member Stakeholders' Relationship Committee – Chairman Investment and Finance Committee – Member Nomination and Remuneration Committee – Chairman 	<p><u>CG Power and Industrial Solutions Limited</u></p> <ul style="list-style-type: none"> Audit Committee – Member Corporate Social Responsibility Committee – Member 	<p><u>CG Power and Industrial Solutions Limited</u></p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee – Member Risk Management Committee – Member Finance Committee – Member <p><u>Computer Age Management Services Limited</u></p> <ul style="list-style-type: none"> Audit Committee – Chairman Stakeholders' Relationship Committee – Chairman Risk Management Committee – Member <p><u>Godrej Agrovet Limited</u></p> <ul style="list-style-type: none"> Audit Committee – Chairman <p><u>Infrastructure Leasing and Financial Services Limited</u></p> <ul style="list-style-type: none"> Audit Committee – Member

Name of the Director	Mr. Shailendra Roy (Item No. 5)	Ms. Sasikala Varadachari (Item No. 6)	Mr. N Srinivasan (Item No. 7 and 8)
Terms and Conditions of appointment/ re-appointment	Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 26 th November 2020 up to 18 th September 2022	Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 26 th November 2020 up to 17 th September 2024	Kindly refer to explanatory statement of this Notice at Item Nos. 7 and 8
Details of remuneration sought to be paid	Entitled to the sitting fees for attending meetings of the Board/ Committees and profit based commission within the limits set out in the Act.	Entitled to the sitting fees for attending meetings of the Board/ Committees and profit based commission within the limits set out in the Act.	As set out in accompanying explanatory statement of this Notice at Item Nos. 7 and 8
Last drawn remuneration	Not applicable	Not applicable	Not applicable
Number of meetings of Board attended (during the period 26th November 2020 till 31st March 2021)	5* <i>*(Appointed on the Board w.e.f. 26.11.20)</i>	5* <i>*(Appointed on the Board w.e.f. 26.11.20)</i>	5* <i>*(Appointed on the Board w.e.f. 26.11.20)</i>
Number of shares held in the Company	5,000	NIL	NIL
Justification for choosing the individual for appointment as an Independent Director	As set out in accompanying explanatory statement of this Notice at Item No. 5	As set out in accompanying explanatory statement of this Notice at Item No. 6	Not applicable
Relationship with other Directors / KMPs	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

**By Order of the Board of Directors
For CG Power and Industrial Solutions Limited**

P Varadarajan
Company Secretary and Compliance Officer
Membership No. : ACS 8237

Mumbai, 11th May 2021

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, 3rd June 2021 at 9:00 a.m. (IST) and end on Sunday, 6th June 2021 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 31st May 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 31st May 2021.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2. If the user 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. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in and the Company at investorservices@cgglobal.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.
4. You can also update your mobile number and email ID in the user profile details which may be used for sending future communication(s).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cginvestors@datamatics.bpm.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservices@cgglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

The instructions for Members for e-voting on the day of the EGM are as under:-

1. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
3. Members who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservices@cgglobal.com. The same will be replied by the company suitably.