

## 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: L99999MH11937PLC002641



Smart solutions.  
Strong relationships.

Our Ref: COSEC/42/2020-21

August 7, 2020

**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/41/2020-21 dated August 7, 2020**

In continuation to our captioned letter informing the outcome of meeting of the Board of Directors of the Company held today, i.e. August 7, 2020, 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 Wednesday, September 2, 2020, at 2.00 p.m. (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM) for seeking approval of shareholders for the matter mentioned in the Notice of the EGM.

The deemed venue of the Meeting shall be the Registered Office of the Company i.e. 6<sup>th</sup> 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 herewith and also available on the website of the Company [www.cgglobal.com](http://www.cgglobal.com).

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**For CG Power and Industrial Solutions Limited**

**Alen Ferns**  
**Company Secretary and Compliance Officer**

Encl: as above





Smart solutions.  
Strong relationships.

## CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN : L99999MH1937PLC002641)

**Registered Office:** 6<sup>th</sup> Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai 400 030

**Email:** [investorservices@cglobal.com](mailto:investorservices@cglobal.com) **Website:** [www.cglobal.com](http://www.cglobal.com)

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

### NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** (“Company”) will be held on Wednesday, 2 September 2020 at 2.00 p.m.(IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) facility, to transact the following business:

#### SPECIAL BUSINESS:

#### Issue of Equity Shares and Warrants on a Preferential Allotment / Private Placement Basis

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 and 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 Regulation 164A and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**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 from time to time (“**Listing Regulations**”); (v) 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 lenders of the Company, 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 completion of the conditions precedent under the securities subscription agreement dated 7 August 2020 executed between the Company and the Subscriber (defined below) (hereinafter referred to as the “**SSA**”) which *inter alia* include (i) the Subscriber completing the due diligence in terms of the SSA to its satisfaction on a reasonable basis within three weeks from 7 August 2020 or any earlier date as determined by the Subscriber, (ii) Subscriber being declared as the winner of the swiss challenge process by the lenders of the Company by 28 August 2020, (iii) the lenders of the Company agreeing *inter alia* to restructure all the debts of the Company in accordance with the terms of the offer made by the Subscriber to the lenders on 7 August 2020 and consenting to the issue and allotment of the Equity Shares (defined below) and the Warrants (defined below) by the Company in terms of the SSA, and (iv) the Subscriber having received the approval from the Competition Commission of India for its investment into the Company, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis,

- (i) 642,523,365 equity shares of the Company of face value of ₹ 2 (Rupees two) each (“**Equity Shares**”) at a price of ₹ 8.56/- (including premium) per Equity Share aggregating to ₹ 5,500,000,004/- (Indian Rupees Five Hundred Fifty Crores Four Only); and
- (ii) 175,233,645 warrants (“**Warrants**”), each carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant within 18 months from allotment. Aggregate consideration for subscribing to equity shares upon exercise of the warrants is ₹ 1,500,000,001/- (Indian Rupees One Hundred Fifty Crores One only), of which ₹ 375,000,000/- (Indian Rupees Thirty Seven Crores Fifty Lakhs only) constituting 25% (Twenty Five per cent) of the aggregate consideration will be paid on warrant subscription by the Subscriber;

to Tube Investments of India Limited (“**Subscriber**”), an entity which does not belong to the Promoter Group, 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 and Warrants as mentioned above shall be 3 August 2020, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** the special resolution shall be deemed to be passed only if the votes cast by the shareholders in the ‘public’ category in favour of the aforesaid proposal are more than the number of votes cast against it.

**RESOLVED FURTHER THAT** the aforesaid issue and allotment of the Equity Shares to the Subscriber 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 Subscriber shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);
- (c) The Subscriber shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Subscriber, on or before the date of allotment thereof;
- (d) No partly paid-up Equity Shares shall be issued/allotted;
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Subscriber;
- (f) 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 such approval or permission;
- (g) Allotment of Equity Shares shall only be made in dematerialised form; and
- (h) 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** that without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) An amount equivalent to 25% (twenty five per cent) of the price of the Equity Share shall be payable at the time of subscription of each Warrant and the balance 75% (seventy five per cent) of the price of the Equity Share shall be payable by the Warrant holder against each warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price of the resultant Equity Shares.
- (b) The Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
- (c) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period in accordance with the provisions of the SEBI ICDR Regulations.
- (d) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under applicable laws. Apart from the said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.
- (e) The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialised form.
- (f) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (g) The Equity Shares to be allotted on exercise of the Warrants shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited.
- (h) In the event the Warrant holder does not exercise the Warrants within 18 (eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modifications(s) or modify the terms of issue of Equity Shares and the Warrants, subject to the provisions of the Act and SEBI ICDR 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 or Warrants, utilization of issue proceeds, 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 or Warrants 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 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.”

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

**Alen Ferns**

Company Secretary and Compliance Officer  
Membership No. : ACS 30633

Mumbai, 7 August 2020

**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 and 22/2020 dated 8 April 2020, 13 April 2020 and 15 June 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 12 May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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, 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 Companies Act, 2013.

**(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 of this Notice, proposed to be transacted at the e-EGM, is annexed to this Notice. The Board of Directors, at their meeting held on 7 August 2020, have

decided that the special business set out under item nos. 1, being considered unavoidable, be transacted at the e-EGM of the Company.

**(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/authorisation shall be sent to the scrutinizer by email through its registered email address to [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy marked to [investorservices@cgglobal.com](mailto:investorservices@cgglobal.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@cgglobal.com](mailto:investorservices@cgglobal.com). Questions/queries received by the Company till Monday, 31 August 2020 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@cgglobal.com](mailto:investorservices@cgglobal.com) **any time before 05:00 p.m. (IST) on Sunday, 30 August 2020**, 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 may be raised precisely 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, SEBI Circular, 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.cgglobal.com](http://www.cgglobal.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](http://www.evoting.nsdl.com) for download. Members may note that relevant documents referred in the Notice shall be made available in accordance with applicable statutory requirement based on request received by the Company for inspection at [investorservices@cgglobal.com](mailto:investorservices@cgglobal.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](mailto:cginvestors@datamaticsbpm.com) or [investorservices@cgglobal.com](mailto:investorservices@cgglobal.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/ Annual Reports 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](mailto:cginvestors@datamaticsbpm.com) between 09:00 p.m. IST to 05:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at [investorservices@cgglobal.com](mailto:investorservices@cgglobal.com) or NSDL at [evoting@nsdl.co.in](mailto: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. Wednesday, 26 August 2020 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.cgglobal.com](http://www.cgglobal.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Alternatively, member may send request providing the email address, mobile number and self-attested PAN copy via email to [cginvestors@datamaticsbpm.com](mailto:cginvestors@datamaticsbpm.com) for obtaining the Notice of EGM.

**(h) Scrutinizer**

The Board of Directors, at its meeting held on 7 August 2020, has appointed Mr. Manish Ghia (Membership No. FCS6252), Partner of M/s. Manish Ghia & Associates, Practising Company Secretaries (C.P. No. 3531), 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/ Whole Time Executive 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/ Whole Time Executive 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.cgglobal.com](http://www.cgglobal.com) and will also be posted on the website of NSDL at [www.evoting.nsdl.com](http://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 Listing Regulations, and Secretarial Standard – 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 Wednesday, 26 August 2020. The remote e-voting period will commence on Saturday, 29 August 2020 at 9:00 a.m. (IST) and end on Tuesday, 1 September 2020 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 Resolution 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 through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM 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 Wednesday, 26 August 2020.

**(k) Registrar & Share Transfer Agent & 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](mailto:investorservices@cgglobal.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. Hence, the route map is not annexed to this Notice.

**(m) Dematerialisation of Shares:**

Attention is drawn to Regulation 40 of Listing Regulations which has mandated that transfer of securities would be carried out only in dematerialised form.

Members are therefore requested to dematerialise their physical holdings. For any clarification, assistance or information relating to dematerialisation 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](mailto: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 7 August 2020 and shall be taken as forming part of the notice.

### Issue of Equity Shares and Warrants on a Preferential Allotment / Private Placement Basis:

#### Item 1

The Company is undergoing financial stress and is in immediate need of funds to continue its operations as a going concern. As a part of the resolution of the stress of the Company and for meeting funding requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("**Board**"), have been in discussion with the lenders for fund raising and for resolution of debts of the Company. Following the above, the Company has received an offer from **Tube Investments of India Limited** ("**Offer**") for resolving the debts of the Company and to infuse capital in the Company to meet its business requirement.

The Offer *inter-alia* requires the Company to offer, issue and allot:

- (i) 642,523,365 equity shares of the Company of face value of ₹ 2 (Rupees two) each ("Equity Shares") at a price of ₹ 8.56/- (including premium) per Equity Share aggregating to ₹ 5,500,000,004/- (Indian Rupees Five Hundred Fifty Crores Four Only); and
- (ii) 175,233,645 warrants ("Warrants"), each carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant within 18 months from allotment. Aggregate consideration for subscribing to equity shares upon exercise of the warrants is ₹ 1,500,000,001/- (Indian Rupees One Hundred Fifty Crores One only), of which ₹ 375,000,000 (Indian Rupees Thirty Seven Crores Fifty Lakhs only) constituting 25% (Twenty Five per cent) of the aggregate consideration will be paid on warrant subscription by the Subscriber;

on a preferential basis to Tube Investments of India Limited ("**Subscriber**"), entitling the Subscriber to subscribe to and be allotted the Equity Shares and Warrants of the Company ("**Proposed Transaction**").

The Board, after considering the merits of the Offer has approved the execution of the Securities Subscription Agreement dated 7 August 2020 ("**SSA**") by the Company with the **Subscriber**.

As per the terms of the SSA, the completion of the Proposed Transaction (including the issuance and allotment of the Equity Shares and Warrants) is subject to the fulfillment of all the conditions precedent set out under the SSA which include *inter alia*:

- (i) the Subscriber completing the due diligence in terms of the SSA to its satisfaction on a reasonable basis within three weeks from 7 August 2020 or any earlier date as determined by the Subscriber,
- (ii) the Subscriber being declared as the winner of the swiss challenge process to be undertaken by the lenders of the Company ("**Lenders**") by 28 August 2020,
- (iii) the Lenders agreeing *inter alia* to restructure the debts of the Company in accordance with the terms of the Offer made by the Subscriber to the lenders on 7 August 2020 and consenting to the issue and allotment of the Equity Shares and the Warrants by the Company in terms of the SSA, and
- (iv) the Subscriber having received the approval from the Competition Commission of India for its investment into the Company.

If the conditions precedent set out in the SSA are not fulfilled, the SSA will be terminated and the Proposed Transaction will be cancelled.

The Subscriber is a public limited company incorporated under the Act with its equity shares listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). The Subscriber is a company which specializes in engineering, bicycles, metal formed products, and chains. The Subscriber is a member of the Murugappa Group ("**Murugappa Group**"), which is one of India's leading business conglomerates founded in 1900 having 28 (twenty eight) businesses including 9 (nine) listed companies traded at NSE and BSE and is headquartered in Chennai.

Pursuant to the SSA, after issuance and allotment of securities to the Subscriber, the Subscriber will acquire control and management of the Company and will have the right to appoint a majority of the directors on the board of the Company, subject to compliance with applicable laws.

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 Regulation 164A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**") for offer, issue and allotment of Equity Shares and Warrants as mentioned above.

The existing authorised share capital is ₹ 4,076,000,000 (Rupees Four Hundred Seven Crores Sixty Lakh Only) divided into 2,038,000,000 (Two Hundred Three Crores Eighty Lakh) equity shares of ₹ 2 (Indian Rupees Two) each. The proposed issue is within the limits of the authorised capital.

The Subscriber has not sold any Equity Shares of the Company during the six months preceding the Relevant Date i.e. 3 August 2020.

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:**

Subject to applicable law, the Company shall utilised the proceeds from the preferential issue for current / future running and expansion of the business, working capital, general corporate purposes, repayment of loans and for payment of interest for loans availed by the Company. The proceeds of the preferential issue will NOT be utilised for repayment of loans taken from promoters/ promoter group/ group companies.

**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 and Warrants as mentioned above shall be 3 August 2020, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting (i.e. 2 September 2020).

**3. Pricing of Preferential Issue:**

The price of the Equity Shares to be issued is fixed at ₹ 8.56/- per Equity Share, which consists of ₹ 2 par value and ₹ 6.56/- premium per Equity Share, in accordance with the price determined in terms of Regulation 164A(1) of the SEBI ICDR Regulations.

The price of the Warrants convertible into equivalent number of Equity Shares has been determined on the basis of the price of the Equity Shares being ₹ 8.56. In accordance with the SEBI ICDR Regulations, an amount equivalent to 25% of the price of the Equity Share shall be payable at the time of the subscription and allotment of each Warrant (“**Warrant Price**”), and the balance 75% of the price of the Equity Share shall be payable by the Warrant holder against each Warrant at the time of the exercise of the right by such Warrant holder to subscribe to one Equity Share per Warrant, pursuant to the option attached to the Warrant.

**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 during the preceding 2 (two) weeks prior to the Relevant Date on the National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, has been considered.

In terms of Regulation 164A(1) of the SEBI ICDR Regulations, where the preferential issuance is made by a listed company with stressed assets, the price of the Equity Shares to be allotted pursuant to the preferential issue shall not be less than the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognised stock exchange during the 2 (two) weeks preceding the Relevant Date. Since the Company meets the criteria set out in Regulation 164(A)(2) of the SEBI ICDR Regulations and the Subscriber does not form part of the promoter / promoter group of the Company and is not disqualified under Regulation 164(A)(3) of the SEBI ICDR Regulations, the pricing set out in Regulation 164A(1) of the SEBI ICDR Regulations will apply to this subscription.

Accordingly, price per Equity Share of ₹ 8.56 per share has been calculated in accordance with the above provisions. Each Warrant is convertible in 1 (one) Equity Share. Accordingly, applying the same pricing as the Equity Shares, the price per Warrant is the same as 25% of the price of an Equity Share.

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	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding
Tube Investments of India Limited	Nil	81,77,57,010 (including equity shares on conversion of warrants)	56.61%



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

Sr. No.	Category of shareholder	Pre-isse Shareholding	% of total shares	Post-isse Shareholding	% of total shares
<b>(A)</b>	<b>Promoters and Promoter Group Holding</b>				
<b>1</b>	<b>Indian Promoters / Promoter Group</b>				
(a)	Individuals / HUF	-	0.00%	-	0.00%
(b)	Bodies Corporate*	8,574	0.00%	8,574	0.00%
	<b>Sub Total</b>	<b>8,574</b>	<b>0.00%</b>	<b>8,574</b>	<b>0.00%</b>
	Foreign Promoters / Promoter Group	-	0.00%	-	0.00%
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>8,574</b>	<b>0.00%</b>	<b>8,574</b>	<b>0.00%</b>
<b>(B)</b>	<b>Non-Promoters' shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds	107,382,068	17.13%	107,382,068	7.43%
(b)	Banks / FI	60,538,859	9.67%	60,538,859	4.19%
(c)	Insurance Companies	17,016,035	2.71%	17,016,035	1.18%
(d)	FII's	38,126,549	6.08%	38,126,549	2.64%
	Sub Total (B)(1)	223,063,511	35.59%	223,063,511	15.44%
<b>2</b>	<b>Non- Institutions</b>				
(a)	<u>Bodies Corporate</u>				
i)	Indian*	200,492,970	31.99%	1,018,249,980	70.49%
ii)	Overseas	79,625	0.01%	79,625	0.01%
(b)	Individuals	196,603,884	31.37%	196,603,884	13.61%
(c)	NRIs	5,810,344	0.93%	5,810,344	0.40%
	Sub Total (B)(2)	402,986,823	64.30%	1,220,743,833	84.51%
	<b>Total Non-Promoters' Shareholding</b>	<b>626,050,334</b>	<b>99.89%</b>	<b>1,443,807,344</b>	<b>99.95%</b>
<b>(C)</b>	<b>Custodians for GDRs and ADRs</b>	687,234	0.11%	687,234	0.05%
	<b>GRAND TOTAL</b>	<b>626,746,142</b>	<b>100.00%</b>	<b>1,444,503,152</b>	<b>100.00%</b>

Note: \* On completion of the Proposed Transaction, the Subscriber would be in sole control of the Company. Consequently, the Company will take all the actions as may be required for re-classifying the existing promoters of the Company as 'public' and Subscriber as 'promoter' in accordance with the procedure laid down under applicable laws.

**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:**

Not applicable. The proposed allottee, Tube Investments of India Limited, being an entity listed on the recognized stock exchanges, identification of beneficial owners is not applicable. Further, there is no individual shareholder holding more than 10% in Tube Investments of India Limited.

**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 and Warrants 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 or Warrants would require any approval(s) from any regulatory authority (including the approval of the Competition Commission of India) or the Central Government, within 15 (fifteen) days from the date of receipt of 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 year, no preferential allotment has been made to any person.

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

On completion of the Proposed Transaction, the Subscriber would be in sole control of the Company. Consequently, the Company will take all the actions as may be required for re-classifying the existing promoters of the Company as 'public' and Subscriber as 'promoter' in accordance with the procedure laid down under applicable laws.

**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:**

NA

**14. Lock in period:**

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

**15. Auditor's certificate:**

A certificate from M/s S R B C & Co. LLP, Chartered Accountant, Statutory Auditors of the Company, certifying that the preferential issue of the Equity Shares and Warrants is being made in accordance with the requirements of Regulation 164A of SEBI ICDR Regulations shall be available for inspection by the members on request. Kindly send your request at [investorservices@cglobal.com](mailto:investorservices@cglobal.com).

**16. Report of a registered valuer:**

A report of a registered valuer is not required for the proposed issue, under the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

**17. Undertaking**

The Subscriber 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 wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

None of its Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

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

The said special resolution shall be deemed to be passed only if the votes cast by the shareholders in the 'public' category in favour of the proposal are more than the number of votes cast against it.

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

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

**Alen Ferns**

Company Secretary and Compliance Officer  
Membership No. : ACS 30633

Mumbai, 7 August 2020

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VIDEO CONFERENCE/OTHER AUDIO VISUAL MEANS ('VC/OAVM') ARE AS UNDER:**

1. Members will be able to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the E-voting Event Number ("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 herein to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the EGM through VC/OAVM shall be open 30 minutes before the time scheduled for the EGM and will be available for Members on first come first serve basis.
3. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in/](mailto:evoting@nsdl.co.in) 1800 222 990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in/](mailto:amitv@nsdl.co.in) 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager-NSDL at [sagar.ghosalkar@nsdl.co.in/](mailto:sagar.ghosalkar@nsdl.co.in) 022-24994553.
4. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 Members on first come first serve basis.
5. Members and Institutional Investors are encouraged to attend and vote in the e-EGM. Members may join the Meeting through Laptops for better experience.
6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.
8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**Instructions for voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered and transacted at the Extra-Ordinary General Meeting ('Meeting') by electronic means. The facility of casting the votes by the Members using an electronic voting system from any place before the Meeting ('remote e-voting') and during the Meeting will be provided through the e-voting services provided by National Depository Services Limited ('NSDL').
- II. The instructions for remote e-voting and e-voting during the Meeting are provided herewith. The Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting.
- III. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 29 August 2020 at 9:00 am (IST) and ends on Tuesday, 1 September 2020 at 5:00 pm (IST). During this period Members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Wednesday, 26 August 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 26 August 2020.  
  
Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, 26 August 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VI. Only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories or the Company, as on the cut-off date i.e. Wednesday, 26 August 2020, shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through e-voting. A person who is not a Member of the Company as on the cut-off date as provided above should treat this Notice for information purposes only.
- VII. The Company has appointed Mr Manish Ghia (Membership No. FCS6252), Partner of M/s. Manish Ghia & Associates, Practising Company Secretaries (C.P. No. 3531) as the Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting (through e-voting) in a fair and transparent manner.
- VIII. The Scrutinizer shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman/ Whole Time Executive 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/Whole Time Executive Director / Company Secretary of the Company within 48 (forty eight) hours from the conclusion of the EGM.

- IX. The Results declared along with the consolidated Scrutiniser's Report will be placed on the website of the Company and on the website of NSDL immediately. The results shall also be immediately forwarded to the Stock Exchanges on which the Company's shares are traded i.e BSE Limited and National Stock Exchange of India Limited.
- X. Subject to receipt of requisite numbers of votes, the Resolutions shall deem to be passed on the date of the Meeting.

**A. Remote e-voting**

The details of the process and manner for remote e-voting are explained herein below. Remote e-voting consists of "Two Steps" as follows:

**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting with NSDL, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you by NSDL. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
  - c) How to retrieve your "initial password"?
    - (i) If your email ID is registered in your demat account or with the Company, your "initial password" is communicated to you on your said email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a 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 this Notice.
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](http://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](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the 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 on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of CG Power and Industrial Solutions Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members:**

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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222- 990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any queries in relation to e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) / 022-24994545 & Ms. Sarita Mote, Assistant Manager, NSDL at [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) / 022-24994890.
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).
5. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 26 August 2020.

### **B. 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 send a request by email to the RTA at [cginvestors@datamaticsbpm.com](mailto:cginvestors@datamaticsbpm.com) by providing 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).
2. In case shares are held in demat mode, the Members are also requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.

### **C. 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.
5. If any votes are cast by the Members through the e-voting available during the EGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.