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CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN : L99999MH1937PLC002641)

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

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NOTICE

NOTICE is hereby given that the Eighty Third Annual General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** will be held on **Monday, 19 October 2020 at 3:00 p.m. (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

Adoption of Financial Statements

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2020, together with the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020, together with the report of Auditors thereon.

Re-appointment of Director retiring by rotation

2. To appoint Mr. Sudhir Mathur, who retires by rotation as a Director and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Ratification of remuneration payable to Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 7,00,000/- (Rupees Seven Lakhs Only) plus taxes as applicable and reimbursement of out-of-pocket expenses, to conduct the audit of cost records of the Company for the financial year ending 31 March 2021, to be paid to M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No.000010), as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

Appointment of Mr. Pradeep Mathur (DIN: 05198770) as an 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 149,150,152,160 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 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. Pradeep Mathur (DIN: 05198770), 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 30 December 2019, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing 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 from 30 December 2019 up to 29 December 2024.”

Appointment of Dr. Aditi Raja (DIN: 00164313) as an 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 149,150,152,160 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 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), Dr. Aditi Raja (DIN: 00164313), 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 24 January 2020, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing 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 for a term of five consecutive years from 24 January 2020 up to 23 January 2025.”

Appointment of Dr. Rathin Roy (DIN: 08662401) as an 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 149,150,152,160 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 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), Dr. Rathin Roy (DIN: 08662401), 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 24 January 2020, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing 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 from 24 January 2020 up to 23 January 2025.”

Waiver of recovery and ratification of managerial remuneration paid to Mr. Sudhir Mathur, Whole Time Executive Director of the Company for the financial year 2019-20 due to loss in the said financial year

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 (the ‘Act’), and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and in pursuance of the Ordinary Resolution passed by the Members at the 82nd Annual General Meeting of the Company held on 14 December 2019 (‘82nd AGM’), the approval of the Members be and is hereby accorded for waiver of recovery and ratification of the managerial remuneration paid to Mr. Sudhir Mathur, Whole Time Executive Director of the Company for the financial year 2019-20, due to loss in the said financial year, which exceeds the limits specified under Section 197 read with Schedule V of the Act, and which is within the overall limits of remuneration approved by the Members at the 82nd AGM.

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.”

Payment of remuneration to Mr. Sudhir Mathur, Whole Time Executive Director in case of loss or inadequacy of profits

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and in pursuance of the Ordinary Resolution passed by the Members at the 82nd Annual General Meeting of the Company held on 14 December 2019 (‘82nd AGM’), the approval of the Members be and is hereby accorded for payment of remuneration, as per the details mentioned in the explanatory statement, to Mr. Sudhir Mathur (DIN: 01705609), Whole Time Executive Director of the Company, as minimum remuneration for a period of three years starting from 1 April 2020 up to 31 March 2023, in the event of loss or inadequacy of profits, if any, in any of these financial years, in conformity with Section 197, read with Schedule V of the Companies Act, 2013.

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 the terms and conditions and/or revise the remuneration package of Mr. Sudhir Mathur, Whole Time Executive Director of the Company, as and when necessary, in conformity with Section 197, read with Schedule V of the Companies Act, 2013, including the remuneration to be paid in the event of loss or inadequacy of profits, if any, in any of the three years starting from 1 April 2020 up to 31 March 2023 without being required to seek any further consent or approval of the Shareholders.

RESOLVED FURTHER THAT in conformity with Section 197, read with Schedule V of the Companies Act, 2013, in case of loss or inadequacy of profits in any of the three years starting from 1 April 2020 up to 31 March 2023, 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 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.”

9. Re-classification of the existing Promoters and Promoter Group as Public

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR’**) (including any modification(s) or re-enactment thereof for the time being in force), and other applicable laws, approval granted (subject to meeting of other conditions) by Securities and Exchange Board of India (**‘SEBI’**) vide its letter dated 4 September 2020, having no.SEBI/HO/CFD/CMD1/OW 12020/1443611 under Regulation 102 of SEBI LODR, directions issued by SEBI vide a confirmatory order no. WTM/GM/CFD/78/2019–20 dated 11 March 2020 (**‘Confirmatory Order’**) and subject to the necessary approvals from the stock exchange(s) and other statutory/regulatory authorities, as may be required, consent of the members of the Company (**‘Members’**) be and is hereby accorded to reclassify the following persons/ entities (hereinafter individually and jointly referred to as the **‘Existing Promoters’**) from the category of ‘Promoter & Promoter Group’ to the category of **‘Public Shareholders’** of the Company:

Sr. No.	Name of the Existing Promoters	No. of shares held as on 11 September 2020	Shareholding as a percentage of total number of shares
1.	Varun Prakashan Private Limited	5,022	0.001
2.	Avantha Realty Limited	3,552	0.001
3.	Avantha Holdings Limited	-	-
Total		8,574	0.002

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for reclassifying the entities/companies/ firms etc. associated with the above three entities or Mr. Gautam Thapar, the erstwhile Chairman of the Board of Directors of the Company from the Promoter & Promoter Group category to Public category.

RESOLVED FURTHER THAT the Members confirm and consent that, upon completion of the preferential allotment of equity shares and warrants to Tube Investments of India Limited in terms of the approval granted by the Members in the extraordinary general meeting held on 2 September 2020, Tube Investments of India Limited 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 and will be classified as the ‘Promoter’ of the Company in compliance with applicable laws.

RESOLVED FURTHER THAT the directors of the Company and/or company secretary & compliance officer of the Company be and are hereby severally authorized to prepare, modify, finalise, sign, execute, deliver and submit all the necessary applications, declarations, forms, papers and documents as may be necessary or required in this regard to be filed with SEBI, the stock exchange(s), and other statutory or regulatory authority, and further to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid resolution including to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of Members of the Company.”

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

Alen Ferns
Company Secretary and Compliance Officer
Membership No. ACS 30633

Mumbai, 16 September 2020

NOTES:

(a) Convening of Annual 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 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 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 line with the Order passed by the Registrar of Companies, Maharashtra, Mumbai on 8 September 2020 granting general exemption to the Companies for holding the Annual General Meetings up to 31 December 2020 and in compliance with the provisions of the Companies Act 2013 ('**Act**') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**'), the 83rd Annual General Meeting of the Company ('**AGM**' or '**Meeting**') 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 AGM through VC / OAVM facility being provided by the Company through National Securities Depository Limited ('**NSDL**').

The deemed venue for the AGM shall be the Registered Office of the Company.

(b) Quorum:

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 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 AGM without restriction on account of first come first served basis.

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

(c) Proxy(ies):

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM 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 AGM 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 businesses under Item Nos. 1, 3, 4, 5, 6, 7, 8 and 9 of this Notice, proposed to be transacted at the AGM and relevant information with respect to Directors seeking appointment at the Meeting under Item Nos. 2, 4, 5 and 6 of this Notice respectively, as required under Regulation 36 of the SEBI LODR and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), are 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 AGM 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 AGM 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 acs.pmehta@gmail.com with a copy marked to 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. Questions/ queries received by the Company till Saturday, 17 October 2020 shall only be considered and responded during the AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to investorservices@cgglobal.com any time before **05:00 p.m. (IST) on Friday, 16 October 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 AGM, 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 AGM.

(g) Unclaimed/Unpaid Dividends and Shares:

During the financial year 2019-20, in terms of the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ('IEPF Rules'), the dividend(s) which have remained unclaimed/unpaid for a period of 7 (seven) consecutive years and the corresponding equity shares have been transferred to the Investor Education and Protection Fund ('IEPF') and Investor Education and Protection Fund Authority respectively.

Further, in compliance with the IEPF Rules, the Company had communicated individually to all the concerned shareholders at their registered addresses, whose share(s) were liable to be transferred, for taking the appropriate action(s). Additionally Notices were also published in the Newspapers - Free Press Journal / Financial Express and Navashakti / Loksatta in this regard.

Unpaid/unclaimed Dividend(s) pertaining to the financial years 2013-14 to 2014-15 which, if remain unclaimed/unpaid for a period of seven consecutive years, are due to be transferred to IEPF on the dates given as under:

Date of Declaration of Dividend	Due Date for Transfer to the IEPF
8 November 2013	7 December 2020
29 January 2014	28 February 2021
5 August 2014	4 September 2021
1 October 2014	15 November 2021
3 February 2015	2 March 2022

Pursuant to the IEPF Rules, the Company has uploaded details of unpaid and unclaimed dividend amount(s) lying with the Company, as on 14 December 2019 (date of previous Annual General Meeting) in the Investors section on the website of the Company www.cggglobal.com and also on the website of the IEPF Authority www.iepf.gov.in. Members are requested to visit the website of the Company and/or IEPF Authority to check the status of their unpaid/unclaimed dividends and shares and are requested to contact Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited), the Registrar and Share Transfer Agent of the Company ('RTA'), by email at cginvestors@datamaticsbpm.com, to claim the same.

(h) Dispatch of Notice and Annual Report through electronic means and inspection of documents:

In terms of sections 101 and 136 of the Act, read with rules made thereunder and Regulation 36 of the SEBI LODR as amended from time to time, the listed companies may send the Annual Report and the notice of AGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circular, electronic copy of the Notice of 83rd AGM along with the Annual Report for FY 2019-20 is being sent to all the Members whose e-mail addresses are registered with the Company/ RTA/Depository Participant(s).

The Members may also note that the Annual Report and the Notice of the AGM 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 at www.evoting.nsdl.com for download. Members may note that relevant documents referred in the Notice and other documents as required under applicable laws shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at investorservices@cggglobal.com.

For members who have not received the Notice of 83rd AGM along with the Annual Report for FY2019-20 due to change/non-registration of their e-mail address with the Company/ RTA/ Depository Participants, they may request for the said Notice and Annual Report, 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 said Notice and Annual Report. It is clarified that for registration of email address, the shareholders are however requested to follow due procedure for registering their e-mail 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 e-mail addresses are requested to keep their e-mail 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 AGM for any reason whatsoever, and are eligible to 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. to 5:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at investorservices@cgglobal.com or NSDL at evoting@nsdl.co.in.

Any person becoming the Member of the Company after the dispatch of notice of the AGM and holding shares as on the cut-off date i.e. Monday, 12 October 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 and the website of NSDL www.evoting.nsdl.com. Alternatively, member may send request providing their email address, mobile number and self-attested PAN copy via email to cginvestors@datamaticsbpm.com for obtaining the Notice of 83rd AGM and Annual Report.

(i) Scrutinizer:

The Board of Directors, at its meeting held on 16 September 2020, has appointed Mr. Prashant S. Mehta (Membership No ACS 5814), Proprietor of M/s. P. Mehta & Associates, Practising Company Secretaries (C.P. No. 17341), as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM 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 AGM. 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 AGM and will be posted on the Company's website viz. www.cgglobal.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.

(j) 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 SEBI LODR, and 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 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 AGM 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, 12 October 2020. The remote e-voting period will commence on Thursday, 15 October 2020 at 9:00 a.m. (IST) and end on Sunday, 18 October 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 Resolutions set out in this notice will be deemed to have been passed on the date of the AGM, 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 i.e. Monday, 12 October 2020, shall be entitled to cast their vote through remote e-voting or voting through VC /OAVM at the AGM, 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 AGM, may also attend and participate in the proceedings of the AGM 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 AGM. 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 AGM 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.

(k) 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, 12 October 2020.

(l) Registrar & Share Transfer Agent & Investor Services Department:

The Company's Registrar & Share Transfer ('RTA') is Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited) ('DBSL'). In addition to the RTA, 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@cglobal.com.

Address and details for correspondence with DBSL and the Corporate Secretarial Department are provided in the section titled 'Report on Corporate Governance' in the 83rd Annual Report for FY 2019-20 accompanying this Notice

(m) Route Map:

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, the Company will hold the AGM 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.

(n) 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 RTA, DBSL at Tel No.022- 6671 2001 to 6671 2006 or e-mail at cginvestors@datamaticsbpm.com.

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

Alen Ferns
Company Secretary and Compliance Officer
Membership No. ACS 30633

Mumbai, 16 September 2020

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

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('Act') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), the following Explanatory Statement and annexure thereto should be taken as forming part of this Notice.

Item No. 1

Given the nature and financial magnitude of the observations made (a) in the disclosures dated 19 August 2019 made by the Company to the stock exchanges (b) by the Statutory Auditors in their 'Basis for Disclaimer of Opinion', as disclosed in the Statutory Audit Report both on standalone and consolidated financial statements for the year ended 31 March 2020 forming part of the enclosed 83rd Annual Report for FY 2019-20 ('Annual Report') and considering various ongoing investigations and order of the Hon'ble National Company Law Tribunal, Mumbai Bench allowing the re-opening of books of accounts and recasting of financial information of the Company and its subsidiary companies for five years ended as on 31 March 2019, the financial statement of the Company for the financial year ended on 31 March 2020 do not include all the impacts and disclosure of information required to be included and disclosed in relation to past transactions. Hence, the audited financial results could be materially misstated to that extent and undergo changes, and thus, do not represent a true and fair state of the financial position of the Company.

For further details, kindly refer the Statutory Auditor's Report and notes to accounts of both standalone and consolidated financial statement for the year ended 31 March 2020 in the accompanying Annual Report.

Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, have at their Meeting held on 22 August 2020, approved the appointment of M/s. R. Nanabhoy & Associates, Cost Accountants (Firm Registration No.000010) for conducting the audit of the cost records of the Company for the financial year ending 31 March 2021 at a remuneration of ₹7,00,000/- (Rupees Seven Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of this Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending 31 March 2021.

Except to the extent of their shareholding in the Company, if any, none of the Directors, Key Managerial Personnel 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.

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

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at their meeting held on 30 December 2019, appointed Mr. Pradeep Mathur (DIN: 05198770) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company. In terms of the provisions of Section 161 of the Act, Mr. Pradeep Mathur holds office up to the date of this Annual General Meeting and is eligible for being appointed as an Independent Director.

The Company has received a notice in writing from a Member proposing candidature of Mr. Pradeep Mathur for the office of the Director of the Company.

Mr. Pradeep Mathur is an entrepreneur and investor. He has done his post-graduate diploma in Management from the Indian Institute of Management, Ahmedabad with a specialization in Finance. Mr. Mathur is having rich experience of around 37 years and was previously associated with Tupperware India as its managing director. He also held several senior management positions in Tupperware Asia Pacific and served as the Senior VP and Global CFO of the Corporation. He is also currently serving as an independent director in Lemon Tree Hotels Limited and some of its subsidiaries.

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

Mr. Mathur 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. Mathur 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. Mathur'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. Pradeep Mathur is proposed to be appointed as a Non-Executive Independent Director of the Company for five consecutive years, from 30 December 2019 to 29 December 2024.

Except Mr. Pradeep Mathur, 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. Mathur 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 of Directors recommends the Ordinary Resolution at Item No. 4 of this Notice for approval of the Members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at their meeting held on 24 January 2020, appointed Dr. Aditi Raja (DIN: 00164313) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company. In terms of the provisions of Section 161 of the Act, Dr. Aditi Raja holds office up to the date of this Annual General Meeting and is eligible for being appointed as an Independent Director.

The Company has received a notice in writing from a Member proposing candidature of Dr. Raja for the office of the Director of the Company.

Dr. Aditi Raja has over 34 years of senior managerial experience in the government including 16 years as an Indian Audits and Accounts Service officer. She has over 21 years of experience in leadership positions in the Energy sector and three years' experience in the private sector as an Energy and Infrastructure expert consultant.

She holds Masters in Business Law from National Law College, Ph.D., Nematology and Master of Science, Nematology from Indian Agricultural Research Institute, New Delhi and Bachelor of Science (Honours) Zoology from Hindu College, University of Delhi, India. She is specialized in Public policy, institutional design, legislative drafting, regulation, financial accounting and audit of public undertakings and government departments, generation, transmission, distribution and trading in the power sector, including unbundling and privatization of power sector entities, procurement, project management, implementation and monitoring of infrastructure projects, technology and financial viability of renewable energy projects, capacity development and mentoring in all the above areas. She served as a director on the board of various companies inter-alia Mangalore Electricity Supply Company Limited, Karnataka Vidyuth Karkhane Ltd.

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

Dr. Raja 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, Dr. Raja 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 Dr. Raja's association would be of immense benefit to the Company and desires to avail her 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, Dr. Aditi Raja is proposed to be appointed as a Non-Executive Independent Director of the Company for five consecutive years, from 24 January 2020 to 23 January 2025.

Except Dr. Aditi Raja, 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. Dr. Raja 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 of Directors recommends the Ordinary Resolution at Item No. 5 of this Notice for approval of the Members.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at their meeting held on 24 January 2020, appointed Dr. Rathin Roy (DIN: 08662401) as an Additional Director in the

capacity of Non-Executive Independent Director on the Board of Directors of the Company. In terms of the provisions of Section 161 of the Act, Dr. Rathin Roy holds office up to the date of this Annual General Meeting and is eligible for being appointed as an Independent Director.

The Company has received a notice in writing from a Member proposing candidature of Dr. Roy for the office of the Director of the Company.

Dr. Roy is Managing Director of the Overseas Development Institute (ODI), London. Previously he was Director and CEO of the National Institute of Public Finance and Policy, New Delhi. He is a Distinguished Honorary Professor at IIT Kanpur. With postings in London, New York, Kathmandu, Brasilia and Bangkok, he has worked as an Economic Diplomat and Policy Advisor with UNDP, focusing on emerging economies. He has taught at the Universities of Manchester and London and served as Economic Adviser with the Thirteenth Finance Commission and as a Member, Seventh Central Pay Commission, Government of India; and as a Member, Economic Advisory Council to the Prime Minister of India. Dr. Roy is Member of India Advisory Committee, United Nations Environment Programme (UNEP) Inquiry into a Sustainable Financial System, Member on the Meta Council on Inclusive Growth, World Economic Forum, Geneva and Member on FRBM Review Committee, Government of India. Dr. Roy's policy interests and publications have mainly focused on fiscal and macro economic issues pertinent to human development in developing and emerging economies. Dr. Roy has written extensively on fiscal space for human development, inter-government fiscal issues, fiscal marksmanship, macro-economic conditionality and IMF Article-IV policy analyses.

Dr. Roy holds a Ph. D and an M. Phil in Economics from the University of Cambridge, an MA in Economics from the Jawaharlal Nehru University and BA (Hons) in Economics from St. Stephen's College, University of Delhi. He has around 30 plus years of experience.

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

Dr. 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, Dr. 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 Dr. Roy'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, Dr. Rathin Roy is proposed to be appointed as a Non-Executive Independent Director of the Company for five consecutive years, from 24 January 2020 to 23 January 2025.

Except Dr. Rathin 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. 6 of the accompanying Notice. Dr. 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 of Directors recommends the Ordinary Resolution at Item No. 6 of this Notice for approval of the Members.

Item No. 7 & 8

Mr. Sudhir Mathur was appointed as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company with effect from 1 October 2018 and thereafter as a Whole Time Executive Director of the Company for a period of five years with effect from 10 May 2019. The Members of the Company had approved such appointment along with its terms and conditions through Ordinary Resolution passed at the 82nd Annual General Meeting of the Company held on 14 December 2019 ('82nd AGM').

The terms and conditions of appointment of Mr. Sudhir Mathur as approved by the Members at the 82nd AGM are reproduced below:

Salary:

Fixed Pay: ₹ 2.5 Crore per annum

(Annual increment will be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee each year which shall be merit based and will take into account the performance of Mr. Mathur against goals set by the Board as well as the performance of the Company).

Perquisites, Allowances:

A basket of perquisites, allowances up to ₹ 1 Crore per annum which would include rent free accommodation owned/leased by the Company, one club membership, car facility and other retiral benefits in terms of the Company's Rules as may be agreed upon with Mr. Mathur, up to the above amount.

For the purpose of calculating the above ceilings, perquisites would be evaluated in accordance with valuation principles adopted for Indian Income Tax purposes or reasonable estimates with respect to personal use, as applicable.

Performance Bonus (Target Variable Pay):

In addition to the above, Mr. Mathur shall also be entitled to Performance Linked Incentive of ₹ 1.5 Crore as may be determined by the Board basis the recommendation of Nomination and Remuneration Committee taking into consideration various criteria, including the performance of Mr. Mathur and the performance of the Company. The variable pay can be of any nature which may include stock options subject to applicable law and requisite approvals.

Thereafter, annually throughout the tenure of Mr. Mathur the terms of his remuneration will be determined by the Board basis the recommendation of Nomination and Remuneration Committee for each financial year or part thereof, subject to the applicable provisions of Schedule V of the Act or other applicable provisions of the Act or any other law for the time being in force, taking into consideration various criteria, including the performance of Mr. Mathur and the performance of the Company and subject to requisite approvals being obtained.

Leave:

Mr. Sudhir Mathur shall also be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Income-tax on the aforesaid remuneration package, as applicable, as per Indian Income-tax law, would be payable by Mr. Sudhir Mathur. However, the Company may pay the income-tax on certain non-monetary perquisites as permitted by Income-tax law and approved by the Nomination and Remuneration Committee.

Pursuant to the above approval Mr. Mathur was paid an overall remuneration of ₹ 2.79 Crore during the financial year ended 31 March 2020.

The said Ordinary Resolution passed at the 82nd AGM mentioned that in any of the financial years during the tenure of Mr. Sudhir Mathur, including the financial year 2019-20, if the Company has no profits or its profits are inadequate, the Company shall take requisite approvals for payment of remuneration to Mr. Sudhir Mathur including the approval of the Members of the Company as per the applicable provisions of Schedule V of the Act.

Owing to the significant monetary diversions and financial irregularities in the past, the Company is currently facing severe financial stress. The net loss of the Company for the financial year 2019-20 stood at ₹ 1,799 Crore on a standalone basis and ₹ 2,159 Crore on a consolidated basis. Further, the net loss calculated in terms of Section 198 of the Companies Act, 2013 ('the Act') amounted to ₹ 378 Crore. Hence there is no profit in the financial year 2019-20 as calculated in terms of Section 198 of the Act for determination of Managerial Remuneration.

Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution. In view of the above and considering the losses incurred for the financial year 2019-20, the Company is required to take approval of the members of the Company for waiver of recovery and ratification of remuneration paid to Mr. Mathur for the financial year 2019-20 in terms of Section 197 of the Act read with Schedule V thereto.

Accordingly, it is proposed to seek the approval of Members by passing the Special Resolution as set out at Item No. 7 of the accompanying Notice for waiver of recovery and ratification of the entire remuneration paid to Mr. Sudhir Mathur for the FY 2019-20 due to loss in the said financial year. The Board of Directors of the Company believes that the remuneration as previously approved by the Members of the Company and paid to Mr. Sudhir Mathur is justified in terms of his key role within the Company.

Further, the members may note that owing to the critical financial crises faced by the Company, Mr. Sudhir Mathur has *suo moto* waived his right to receive 35% of his fixed remuneration from 1 April 2020 to 30 September 2020.

Members are further informed that in the last month of FY 2019-20, due to the wide spread of COVID-19 pandemic developing rapidly into a global crisis, the Government of India ('GOI') enforced nationwide lockdown on all economic activities. Consequent to the directions issued by GOI and in the interest of the health and safety of the employees of the Company, the Company temporarily shut down all its factories in India. All the manufacturing plants of the Company located in Maharashtra, Madhya Pradesh and Goa and the sales offices operations all over the country were suspended consequent to nation-wide lockdown. This has also impacted the financial performance of the Company for the consequent quarters of FY 2020-21.

In view of the prevailing volatility and unpredictability of the overall impact of the COVID-19 pandemic, it is not possible to provide a precise estimation of the impact on profitability.

Pursuant to the provisions of Section 196, 197 and 198 of the Act, read with Schedule V, a company having inadequate / nil profits, can pay remuneration to its managerial personnel subject to the approval of members in conformity with the conditions prescribed in Section 197, read with Schedule V of the Act.

Accordingly, the Nomination and Remuneration Committee and the Board recommend payment of remuneration to Mr. Sudhir Mathur, as per the terms and conditions provided above as minimum remuneration in the event of loss or inadequacy of profits, if any, in any financial year between 1 April 2020 to 31 March 2023 in conformity with Section 197 read with Schedule V of the Act.

As per the requirement of Schedule V of the Companies Act, 2013, in view of the default in repayment of principal / interest on loan, the Company has obtained the approval of the Steering Committee of the Lenders for waiver of recovery of remuneration paid to Mr. Mathur for financial year 2019-20. Further, the members may note that the Company had taken the approval of Steering Committee of the Lenders for the remuneration paid to Mr. Mathur for the period from 1 April 2020 to June 30, 2020. In case of loss or inadequacy of profits in any of the three financial years starting from 1 April 2020 up to 31 March 2023, 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 minimum remuneration paid / to be paid to Mr. Mathur in any such financial year.

Mr. Mathur 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 considers it necessary to retain high caliber talent to contribute to its growth trajectory. This requires that the Company's leadership team shall be appropriately remunerated as per talent. The Board considers that Mr. Mathur's contribution to the Company would be of immense benefit and accordingly, the Board recommends the Special Resolutions at Item No. 7 and 8 of this Notice, for the approval of the Members of the Company.

Except for Mr. Mathur, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way financially or otherwise, concerned or interested in the said Special Resolutions as set out at Item Nos. 7 and 8 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

This Explanatory Statement together with accompanying Notice may be regarded as a memorandum setting out terms of employment of Mr. Mathur under Section 190 of the Act.

Information pursuant to the provisions 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. Our portfolio has been structured into Power Systems and Industrial Systems. Our unique and diverse portfolio ranges from transformers, switchgear, circuit breakers, network protection & 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:

(₹ Crores)

PARTICULARS	Stand-alone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Net Sales and Services	3,169	5,356	5,110	7,998
EBIDTA	160	575	45	316
Less: Finance cost	281	337	324	383
Less: Depreciation	91	104	211	225
Profit / (loss) before Exceptional Items & Tax	(212)	134	(490)	(292)
Exceptional items (net)	(1,698)	(1,518)	(1,788)	(167)
Loss Before Tax	(1,910)	(1,384)	(2,278)	(459)
Less: Tax Expense / (Credit)	(111)	11	(118)	33
Loss from continuing operations	(1,799)	(1,395)	(2,160)	(492)
Less: Minority Interest	NA	NA	8	4
Share of profit / (loss) in Associates and Joint Venture	NA	NA	-	-
Loss after minority interest and share of Associate and Joint Venture	(1,799)	(1,395)	(2,152)	(488)
Loss before tax from discontinued operations	-	(34)	(7)	(27)
Tax expenses / (Credit) from discontinued operations	-	(12)	0	(11)
Net Loss from discontinued operations	-	(22)	(7)	(16)
Total Loss for the year	(1,799)	(1,417)	(2,159)	(504)

5. Foreign investments or collaborations, if any:

The Company has Foreign Portfolio Investments through Stock Exchange Platform, the details of the same as of 31 March 2020 is provided below:

Particulars	No. of shares	%
Foreign Portfolio Investors	36,071,245	5.76
Non Resident Indians (Repatriation)	27,05,689	0.43
Non Resident Indians (Non-Repatriation)	20,84,426	0.33
Overseas Corporate Bodies	61,250	0.01
Foreign National	808	0.00

The Company has not entered into any Foreign Collaborations.

II. Information about Mr. Mathur:

1. Background details, Job profile and his suitability:

Mr. Sudhir Mathur has more than 32 years of rich expertise and experience in operations, finance, marketing, supply chain and strategic planning. He has a proven track record in deploying large capital to enable value creation for companies. Mr. Mathur has held leadership positions in high-growth sectors like Oil & Gas, Telecom and Infrastructure. He was the Chief Executive Officer of Cairn Oil & Gas – Vedanta Limited, where he was instrumental in defining the organization's strategy and execution to make it India's largest private sector Oil & Gas Player.

Prior to joining Cairn in September 2012, Mr. Mathur was the Chief Financial Officer and Head of the Netco Business for Aircel Cellular Limited. He has formerly held several leadership positions of increasing responsibility at Delhi International Airport Limited, Idea Cellular, Ballarpur Industries Limited, and PricewaterhouseCoopers, India.

Mr. Mathur is an Economics graduate from Shri Ram College of Commerce, Delhi University, and earned his Master's degree in Business Administration from Cornell University, New York, USA.

Mr. Mathur's experience of many years across functions and industries in leadership positions is of immense value to the company during financial stress specially in dealing with our supply chain partners, customers, banks as well as motivation of employees.

2. Past Remunerations:

As mentioned earlier, Mr. Sudhir Mathur was appointed as an Additional Director (Non-Executive Independent Director) on the Board of the Company with effect from 1 October 2018. During the financial year 2018-19, he was paid remuneration of ₹ 0.03 Crore by way of sitting fees for attending meetings of the Board of Directors and its committees. Mr. Sudhir Mathur was appointed as a Whole Time Executive Director of the Company w.e.f. 10 May 2019 and during the financial year 2019-20, he was paid remuneration as per the terms and conditions mentioned in the above explanatory statement.

3. Recognition or awards:

Mr. Mathur has won many awards in the areas of leadership, finance and CSR.

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 drawn by other companies in the same industry and of comparable size, the remuneration payable to Mr. Sudhir Mathur was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on 7 September 2020, subject to approval of Members of the Company. Mr. Mathur's experience, areas of expertise, his existing profile and responsibilities coupled with the complex nature of Company's business and special efforts put in by him in restructuring the Company's debts, bringing in the new investor and resolving the financial stress of the Company justify payment of the proposed remuneration.

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

Mr. Mathur's association with the Company is always in a professional capacity. He does not hold any securities of the Company. Except to the remuneration paid/ payable to Mr. Mathur, 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:

The financial performance of the Company has been impacted pursuant to significant monetary diversions and financial irregularities in the past. For the financial year ended 31 March 2020, the Company has made significant provisions and write-offs in the books of accounts. Further, in the last month of FY 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing the Government to enforce nationwide lockdown on all economic activities. This too has been one of the contributing factors for dip in the sales revenue of the Company.

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

With a view to resolve the financial stress of the Company and to maximize recovery of the debt repayable to the lenders of the Company ('**Lenders**'), the Board of Directors of the Company had in-principle decided to work jointly with the Lenders for equity fund raising as part of the debt resolution Plan. Subsequently, the Lenders and the Company received a binding offer from Tube Investments of India Limited, a member of the Murugappa group ('**the Subscriber**') for resolving the debts of the Company and to infuse capital of ₹ 700 Crore in the Company by way of subscribing to equity shares and warrants which was approved by shareholders in the extra-ordinary general meeting ('**EGM**') held on 2 September 2020. Further, in this regard, a securities subscription agreement ('**SSA**') has been entered between the Company and the Subscriber, subject to certain conditions precedent which *inter-alia* included the Subscriber being declared a winner of the swiss challenge process launched by the Lenders jointly with the Company.

Upon conclusion of the swiss challenge process, the Subscriber has been declared as the winner and its bid has been declared as the successful offer. Subsequent to the date of the SSA and further assessment of financial liabilities and outlook of the Company by the Subscriber, the Company received an additional offer from the Subscriber to infuse additional capital aggregating up to ₹100 Crore in the Company by way of equity. The Company is seeking approval of its shareholders through an extra-ordinary general meeting scheduled on 24 September 2020 for the proposed issue of additional equity shares to the Subscriber.

Further, the Company has divested and is in the process of further divesting some of its 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 FY 2021 and thereafter.

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

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

IV. Disclosures:

The Company has made appropriate disclosures as required under Schedule V of the Act in the 'Report on Corporate Governance' forming part of the 83rd Annual Report of the Company accompanying this Notice.

Item No. 9

We refer to (i) the stock exchange intimation on outcome of meeting of board of directors of the Company ('Board', which term shall be deemed to include any committee of the Board thereof) dated 19 August 2019 made by the Company in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), whereby the Company had made the relevant disclosures to all stakeholders about the findings in relation to the unauthorized transactions/financial irregularities brought to the attention of the Board, (ii) and subsequent events including the directions issued by the Securities and Exchange Board of India ('SEBI') vide interim and confirmatory orders dated 17 September 2019 and 11 March 2020 respectively.

The directions issued by SEBI vide confirmatory order no. WTM/GM/CFD/78/2019-20 dated 11 March 2020 ('Confirmatory Order') *inter alia* included specific directions provided as under:

- (a) "Gautam Thapar, V. R. Venkatesh, Madhav Acharya and B. Hariharan are restrained from:
- (i) accessing the securities market and are further prohibited from buying, selling or otherwise dealing in securities in any manner whatsoever, either directly or indirectly, till further orders;
 - (ii) being associated with any intermediary registered with SEBI or any listed entity or its material unlisted subsidiary, till further orders."
- (b) "Avantha Holdings Limited, Acton Global Private Limited and Solaris Industrial Chemicals Limited are directed to retain funds/other assets to the extent of receivables shown as outstanding to the Company, as per Table XII at paragraph 30A of Confirmatory Order. To the extent of their liability, the aforesaid companies are restrained from disposing, selling or alienating, in any other manner, their assets or divert funds, till further orders."

The following entities are currently classified as 'Promoter & Promoter Group' in the shareholding pattern filed by the Company with the stock exchanges as per the requirements of SEBI LODR.

Sr. No.	Name of the Existing Promoters	No. of shares held as on 11 September 2020	Shareholding as a percentage of total number of shares
1.	Varun Prakashan Private Limited	5,022	0.001
2.	Avantha Realty Limited	3,552	0.001
3.	Avantha Holdings Limited	-	-
	Total	8,574	0.002

The members may note that basis the information available on the website of Ministry of Corporate Affairs, Mr. Gautam Thapar:

- (a) is a substantial shareholder in Avantha Holdings Limited as of 31 March 2019; and
- (b) holds 100% equity shares of Avantha Realty Limited, which in turn holds 100% shares of Varun Prakashan Pvt. Ltd as of 31 March 2019.

In view of the above, Mr. Gautam Thapar continues to be indirectly associated with the Company despite the directions made by SEBI in the Confirmatory Order, whereby, Mr. Gautam Thapar was restrained from being associated with any listed entity or its material subsidiary.

Reclassification of promoters is regulated by Regulation 31A of SEBI LODR, which stipulates that the application seeking re-classification can be made only by the promoter(s) seeking re-classification. Therefore, in light of the directions made by SEBI in its Confirmatory Order, the Company had voluntarily approached SEBI for seeking relaxation from SEBI from the strict enforcement of the provisions of Regulation 31A of SEBI LODR. Pursuant to such application, SEBI vide its letter dated 4 September 2020 (copy annexed to Notice as **Annexure A**) ('Exemption Letter') granted its exemption from the strict enforcement of the applicability of procedure specified under Regulation 31A(3)(a)(i) & proviso to Regulation 31A(3)(a)(ii) and from the applicability of Regulation 31A(3)(b)(vi)-(vii) & Regulation 31A(4)(a) of the SEBI LODR. Therefore, in view of the Exemption Letter, the Members may note that the proposal seeking re-classification of Existing Promoters is made by the Company of its own accord. To the best of the knowledge of the Company, it is confirmed that the Existing Promoters meet the requirements under Regulation 31A(3)(b)(i)-(v) of SEBI LODR as set out below:

- (a) they together, do not hold more than 10 percent of the total voting rights in the Company;

- (b) they do not exercise control over the affairs of the Company directly or indirectly;
- (c) they do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (d) they do not have any representation on the board of directors (including not having a nominee director) of the Company; and
- (e) they do not act as a key managerial person in the Company;

Further, pursuant to the requirement under Regulation 31A(3)(c) of SEBI LODR, the Company confirms that it:

- (a) is compliant with the minimum public shareholding requirement as stipulated under Regulation 38 of the SEBI LODR;
- (b) does not have trading in its shares suspended by the stock exchanges; and
- (c) does not have any outstanding dues to SEBI, the stock exchanges or the depositories.

The proposal for reclassification was considered and approved by the Board at its meeting held on 16 September 2020, subject to Members' approval and that of stock exchange(s).

The shareholding pattern of the Company before and after the proposed reclassification of Existing Promoters is furnished below:

Before proposed reclassification of Existing Promoters			After proposed reclassification of Existing Promoters		
Category	Number of Shares	Percentage of share capital	Category	Number of Shares*	Percentage of share capital
Promoter & Promoter Group	8,574	0.002	Promoter & Promoter Group	Nil	0.00
Public	62,67,37,568	99.998	Public	62,67,46,142	100.00
Total	62,67,46,142	100.00	Total	62,67,46,142	100.00

* This is considered prior to fresh issuance of equity pursuant to Original Offer to the Subscriber as detailed below.

Further as already disclosed to the shareholders, the Company had received an offer dated 7 August 2020 (as modified on 11 August 2020) from Tube Investments of India Limited (**'Subscriber'**) for resolving the debts of the Company and to infuse capital in the Company by subscribing to equity shares worth ₹ 550 Crore (approximately) and warrants worth ₹ 150 Crore (approximately) on a preferential basis, to meet the business requirement of the Company. The Company after obtaining the Board's approval had executed a Securities Subscription Agreement dated 7 August 2020 as amended by the Amendment Agreement to the Securities Subscription Agreement (**'SSA'**) with the Subscriber and obtained the approval of the members at the extra-ordinary general meeting held on 2 September 2020 for offer, issuance and allotment of equity shares and warrants pursuant to the SSA. Thereafter, the Company received an additional offer from the Subscriber to infuse additional capital aggregating up to ₹ 100 Crore in the Company and the Company is seeking approval of its shareholders through an extra-ordinary general meeting scheduled on 24 September 2020 for the proposed issuance of additional equity shares.

Pursuant to the SSA, after issuance and allotment of securities as approved by the members at the extra-ordinary general meeting held on 2 September 2020 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.

After the completion of the proposed allotment under the SSA, as per the definition of 'promoter' under Regulation 2(o) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, the Subscriber will be the promoter of the Company. Hence confirmation and consent of the members is sought for classification of the Subscriber, i.e. Tube Investments of India Limited as the 'promoter' of the Company subsequent to the completion of the preferential allotment of equity shares and warrants to the Subscriber as approved by the members at the extra-ordinary general meeting held on 2 September 2020.

Accordingly, the Board recommends the resolution set out at Item No. 9 of the Notice, for the approval of the Members by way of an Ordinary Resolution. Further, Existing Promoters and persons related to the Existing Promoters shall not be entitled to vote on Item No. 9 in accordance with Regulation 31A(3)(a)(iii) of the SEBI LODR.

None of the directors or key managerial personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 9 of the Notice.

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

Alen Ferns
Company Secretary and Compliance Officer
Membership No. ACS 30633

Mumbai, 16 September 2020

**ANNEXURE TO ITEM NOS. 2, 4, 5 AND 6 OF THE NOTICE CONVENING
THE 83RD ANNUAL GENERAL MEETING OF THE COMPANY**

Details of Directors seeking appointment / re-appointment at the 83rd Annual 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. Sudhir Mathur (Item No. 2)	Mr. Pradeep Mathur (Item No. 4)	Dr. Aditi Raja (Item No. 5)	Dr. Rathin Roy (Item No. 6)
DIN	01705609	05198770	00164313	08662401
Nationality	Indian	USA	Indian	Indian
Date of First Appointment on the Board of Directors	1 October 2018 as Additional Independent Director 10 May 2019 as Whole Time Executive Director	30 December 2019 as an Additional Independent Director	24 January 2020 as an Additional Independent Director	24 January 2020 as an Additional Independent Director
Age	58 years	62 years	60 years	54 years
Qualifications	Economics graduate from Shri Ram College of Commerce, Delhi University, and Master's degree in Business Administration from Cornell University, New York, USA.	Post-graduate diploma in Management from the Indian Institute of Management, Ahmedabad with a specialization in Finance	- Masters in Business Law - Ph.D., Nematology and Master of Science, Nematology - Bachelor of Science (Honours) Zoology	- Ph.D and an M.Phil in Economics, - MA in Economics - BA (Hons) in Economics
Capacity	Whole Time Executive Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Experience and expertise in Specific Functional Areas	Mr. Mathur has more than 32 years of rich expertise and experience in operations, finance, marketing, strategic planning and regulatory affairs. He has a proven track record in deploying large capital to enable value creation for companies. Mr. Mathur has been exposed to high-growth sectors like Oil & Gas, Telecom and Infrastructure. He was the Chief Executive Officer of Cairn Oil & Gas – Vedanta Limited, where he was instrumental in defining the organisation's strategy and its execution.	Mr. Mathur is having rich experience of around 37 years and was previously associated with Tupperware India as its managing director. He also held several senior management positions in Tupperware Asia Pacific and served as the Senior VP and Global CFO of the Corporation.	Dr. Aditi Raja has over 34 years of senior managerial experience in the government including 16 years as an Indian Audits and Accounts Service officer. She has over 21 years of experience in leadership positions in the Energy sector and three years' experience in the private sector as an Energy and Infrastructure expert consultant. She is specialized in Public policy, institutional design, legislative drafting, regulation, financial accounting and audit of public undertakings and government departments, Generation, transmission, distribution and trading in the power sector, including unbundling and privatization of power sector entities, procurement, project management, implementation and monitoring of infrastructure projects, technology and financial viability of renewable energy projects, capacity development and mentoring in all the above areas.	Dr. Roy's policy interests and publications have mainly focused on fiscal and macroeconomic issues pertinent to human development in developing and emerging economies. Dr. Roy has written extensively on fiscal space for human development, inter-government fiscal issues, fiscal marksmanship, macro-economic conditionality and IMF Article-IV policy analyses. He has around 30 plus years of experience.

Name of the Director	Mr. Sudhir Mathur (Item No. 2)	Mr. Pradeep Mathur (Item No. 4)	Dr. Aditi Raja (Item No. 5)	Dr. Rathin Roy (Item No. 6)
List of Directorships held in other Companies	<ul style="list-style-type: none"> CG-PPI Adhesive Products Limited CG Power Americas, LLC QEI, LLC 	<ul style="list-style-type: none"> Lemon Tree Hotels Limited Fleur Hotels Private Limited Nightingale Hotels Private Limited Berggruen Hotels Private Limited ILearn2Trade Solutions Private Limited 	<ul style="list-style-type: none"> Skand Private Limited The Mysore Electrical Industries Limited 	NIL
Membership/ Chairmanship in the Committees of the Boards of companies in which he/she is a Director	CG Power and Industrial Solutions Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Member Capital Restructuring Committee – Member Stakeholders’ Relationship Committee – Member Risk Committee – Member Special Situation Committee – Member 	CG Power and Industrial Solutions Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Member Audit Committee – Member Risk Committee – Member Capital Restructuring Committee – Chairman Lemon Tree Hotels Limited <ul style="list-style-type: none"> Audit Committee – Chairman Fleur Hotels Private Limited <ul style="list-style-type: none"> Audit Committee – Member 	CG Power and Industrial Solutions Limited <ul style="list-style-type: none"> Audit Committee – Member Stakeholders’ Relationship Committee – Chairperson 	CG Power and Industrial Solutions Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee – Member Risk Committee – Chairman Capital Restructuring Committee – Member
Terms and Conditions of appointment/ re-appointment	Kindly refer explanatory statement of this notice at Item No. 8	Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 30 December 2019 up to 29 December 2024	Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 24 January 2020 up to 23 January 2025	Non Executive Independent Director of the Company, not liable to retire by rotation and to hold office from 24 January 2020 up to 23 January 2025
Details of remuneration sought to be paid	As set out in accompanying explanatory statement of this Notice at Items No. 8	Entitled to the sitting fees for attending meetings of the Board/Committees and profit based commission within the limits set out in the Act.		
Last drawn remuneration	Provided in the section titled ‘Directors’ Report’ of the 83 rd Annual Report of the Company accompanying this Notice.			
Number of meetings of Board attended during the year	Provided in the section titled ‘Report on Corporate Governance’ of the 83 rd Annual Report of the Company accompanying this Notice.			
Number of shares held in the Company	NIL			
Justification for choosing the individual for appointment as an Independent Director	N.A.	As set out in accompanying explanatory statement of this Notice at Item No. 4	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
Relationship with other Directors/ KMPs	Not related to any Director / Key Managerial Personnel			

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

Alen Ferns
Company Secretary and Compliance Officer
Membership No. ACS 30633

Mumbai, 16 September 2020



General Manager
Compliance and Monitoring Division
Corporation Finance Department

**भारतीय प्रतिभूति
और विनिमय बोर्ड**
**Securities and Exchange
Board of India**

SEBI/HO/CFD/CMD1/OW/2020/14436/1
September 4, 2020

To

Mr. Alen Ferns, Company Secretary,
CG Power and Industrial Solutions Limited,
CG House, 6th Floor, Dr. Annie Besant Road,
Worli, Mumbai – 400030.

Sir,

Sub: Application under regulation 102 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ('LODR Regulations') seeking relaxation from strict enforcement of certain provisions of regulation 31A of the LODR Regulations in relation to the proposed re-classification of promoters.

1. This has reference to the application dated August 27, 2020 received from CG Power and Industrial Solutions Limited ('CG Power' / 'Company') on the captioned subject.
2. The following facts, in brief, are gathered from the application dated August 27, 2020 and email dated August 31, 2020 to SEBI and other publicly available information about the Company:
 - a. SEBI vide its order no. WTM/GM/CFD/35/2019-20 dated September 17, 2019 ('Interim Order') in the matter of CG Power and Industrial Solutions Limited had passed certain directions against Gautam Thapar and six other entities (including ex-directors and CFO) for wrongful diversion of funds from the listed entity. Gautam Thapar, among others, was prohibited from accessing securities market and further prohibited from buying/selling or otherwise dealing in securities. The aforementioned individuals (Gautam Thapar, ex-directors and CFO) were also prohibited from being associated with any listed entity or its material subsidiary. Avantha Group entities including Avantha Holdings Limited and Solaris Industrial Chemicals Limited were directed to retain funds/assets to the extent shown as receivables to CG Power.
 - b. Subsequent to the Interim Order, which was upheld by SAT, SEBI, after giving all the Noticees an opportunity of making submissions and being heard, had passed a confirmatory order dated March 11, 2020 ('Confirmatory Order') with certain directions against the Noticees to the Confirmatory Order.
 - c. Vide both the Interim and Confirmatory Orders, SEBI had restrained Noticees 2 – 5 (viz., Gautam Thapar, V R Venkatesh, Madhav Acharya and B. Hariharan) from being associated with any intermediary registered with SEBI or any listed entity or its material unlisted subsidiary, in any manner whatsoever, till further orders.
 - d. The promoters of the Company ("Promoters") as per the shareholding pattern of the Company as on the quarter ended June 30, 2020, are as follows:

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in
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SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



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1. Avantha Holdings Limited (“**Avantha Holdings**”);
2. Avantha Realty Limited; and
3. Varun Prakashan Private Limited.

The above three entities are controlled by Gautam Thapar and they continue to be associated with the Company despite SEBI's directions in the Confirmatory Order.

- e. As per the Shareholding Pattern for the quarter ended June 30, 2020, the Promoters are holding 8,574 Equity Shares i.e. a very negligible percentage of the paid up share capital of the Company. While as on December 31, 2018, the Promoters' shareholding in the Company was at 34.42% of the paid up share capital of the Company, the same got reduced to a negligible percentage since the pledge by the Promoters (of a large part of their shareholding) was invoked by their lenders upon non-payment of borrowings for the purpose of which a large part of the Promoters' shareholding in the Company was encumbered.
 - f. The board of directors of the Company had, *in-principle*, decided to work jointly with the Lenders for equity fund raising as part of the resolution plan in accordance with the Reserve Bank of India's circular on Prudential Framework for Resolution of Stressed Assets dated June 7, 2019 (as amended or modified) ('Prudential Framework').
 - g. The Company received a binding offer dated August 7, 2020 (as modified on August 11, 2020) from Tube Investments of India Limited ('Prospective Investor'), for resolving the debts of the Company and to infuse capital in the Company to meet its business requirement.
 - h. The Company had called an EGM on September 2, 2020 for seeking approval of shareholders for issuance of equity shares and warrants to the prospective investor.
3. The Company has sought relaxation from strict compliance with the following requirements specified under Regulation 31A of the LODR Regulations, as they are merely technical and procedural in nature in the context of the case:
 - a. *Regulation 31A(3)(a)(i)*: Requirement for the promoter seeking re-classification to initiate the re-classification process by making a request to the company seeking such re-classification and instead allowing the Company to make this application to the stock exchanges and will seek the required board and Shareholders' approval for the same.
 - b. *Proviso to Regulation 31A(3)(a)(ii)*: Requirement of the time gap of at least 3 (three) months between the board meeting and the shareholders' meeting to consider the request for promoter re-classification.



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- c. *Regulation 31A(3)(b)(vi)*: Requirement of the promoters seeking re-classification or persons related to them to not be a wilful defaulter as per the Reserve Bank of India guidelines.
 - d. *Regulation 31A(3)(b)(vii)*: Requirement of the promoters seeking re-classification or persons related to them to not be a fugitive economic offender.
 - e. *Regulation 31A(4)(a)*: Requirement of the promoters seeking re-classification to comply with all conditions required for re-classification, failing which there will be automatic re-classification to the promoter group.
4. After examination of your application/email, the following are SEBI's observations:
- a. The Confirmatory order of SEBI had a specific direction by which Gautam Thapar, V R Venkatesh, Madhav Acharya and B. Hariharan were restrained from being associated with any intermediary registered with SEBI or any listed entity or its material unlisted subsidiary, in any manner whatsoever.
 - b. Further, at para 46(c) of the Confirmatory Order, it was clarified that:

"The restraint from 'being associated' with 'any listed entity or its material unlisted subsidiary' shall also operate as a prohibition against Noticees no. 2, 3, 4 and 5 from association with any Company, whether listed or material unlisted subsidiary including involvement in the capacity of an Advisor/Consultant."
 - c. As submitted by the Company, Gautam Thapar is a substantial shareholder in Avantha Holdings. Furthermore, as on March 31, 2019, he holds 100% equity shares of Avantha Realty Limited which in turn holds 100% of shares of Varun Prakashan Limited. Despite the Confirmatory order, by virtue of being the controlling shareholder of the promoters of CG Power viz., Avantha Holdings, Avantha Realty and Varun Prakashan, Gautam Thapar is still indirectly associated with the listed entity i.e., CG Power.
 - d. Considering the directions contained in the Confirmatory Order of SEBI, it is but natural that Avantha Group entities, controlled by Gautam Thapar, are removed as promoters of the Company. Further, as submitted by the Company in its application and vide email dated August 31, 2020, to the best of its knowledge, the promoters of CG Power, promoter group along with their Persons Acting in Concert do not:
 - (i) together, hold more than ten percent of the total voting rights in the Company;
 - (ii) exercise control over the affairs of the Company directly or indirectly;



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- (iii) have representation on the board of directors (including not having a nominee director) of the Company;
 - (iv) act as a key managerial person in the Company;
 - (v) No shareholders agreement is entered by the Company with respect to any special rights given to promoter or promoter group, nor the Company is in knowledge of any such rights or agreement.
- e. The Company has also stated that it is in compliance with the following requirements of regulation 31A(3)(c) of the LODR Regulations:
- (i) requirement for minimum public shareholding as required under regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (ii) does not have trading in its shares suspended by the stock exchanges;
 - (iii) does not have any outstanding dues to the Board, the stock exchanges or the depositories.
5. In view of the above, the following are SEBI's observations on the relaxations sought by the Company:
- a. *Regulation 31A(3)(a)(i) on promoter initiating the re-classification process:* In view of the directions issued by SEBI against Gautam Thapar and other individuals/entities, the requirement that the promoter should initiate the re-classification process is only technical in nature;
 - b. *Regulation 31A(3)(a)(ii) on time gap between board and shareholder meeting:* The time gap of 3 months between the board meeting and the shareholders meeting has been mandated to enable the shareholders to grasp and decide about the reclassification of existing promoters. However, in this case, removal of Gautam Thapar as Chairman of the Company and the findings in SEBI's Interim and Confirmatory Orders, where, *inter-alia*, he was restrained from being associated with any intermediary registered with SEBI or any listed entity or its material unlisted subsidiary, are information already available in the public domain. As such, in the instant case, the time-gap of 3 months would be a mere technical and procedural requirement.
 - c. *Regulation 31A(3)(b)(vi) and 31A(3)(b)(vii) on 'wilful defaulter' and 'fugitive economic offenders' and regulation 31A(4)(a) on automatic re-classification:* The proposed re-classification is not based on the request from the promoter(s) but on the basis of findings in the orders passed by SEBI. Hence, the conditions stipulated in regulation 31A(3)(b)(vi) – (vii) are technical in nature.
 - d. Shareholders are the final authority on deciding the issue of re-classification of promoters.



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6. In view of the aforesaid, the Competent Authority has approved your application under Regulation 102(1)(d) of the LODR Regulation for exemption from the applicability of the procedure specified under Regulation 31A(3)(a)(i) & proviso to Regulation 31A(3)(a)(ii) of the LODR Regulations and from the applicability of Regulations 31A(3)(b)(vi) – (vii) & Regulation 31A(4)(a) of the LODR Regulations, for the proposed re-classification of the existing promoters.
7. The Company shall comply with the other provisions of regulation 31A of the LODR Regulations, except as exempted at para 6 above, for re-classification of existing promoters. The Company shall annex this letter to the notice to AGM/EGM to be called for approving the re-classification of existing promoters. The Company is also advised to disclose this letter to the stock exchanges.

Yours faithfully,

Pradeep Ramakrishnan

Copy to

BSE and NSE (*via email*)

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING ('AGM / MEETING') THROUGH VIDEO CONFERENCE/ OTHER AUDIO VISUAL MEANS ('VC/OAVM') ARE AS UNDER:

1. Members will be able to attend the AGM 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 National Securities Depository Limited ('NSDL').
2. Facility of joining the AGM through VC/OAVM shall be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 222 990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.
4. The facility of participation at the AGM through VC/OAVM will be made available to 1000 Members on first come first serve basis.
5. Members and Institutional Investors are encouraged to attend and vote in the AGM. 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 AGM 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 ('SEBI LODR') 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 AGM 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 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 Thursday, 15 October 2020 at 9:00 am (IST) and ends on Sunday, 18 October 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. Monday, 12 October 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. Monday, 12 October 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. Monday, 12 October 2020, may obtain the login ID and password by sending a request at 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. Monday, 12 October 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. Prashant S. Mehta (Membership No ACS 5814), Proprietor of M/s. P. Mehta & Associates, Practising Company Secretaries (C.P. No. 17341) 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 e-voting 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 Meeting. 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 AGM.
- 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.
 - 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.
 - 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 acs.pmehta@gmail.com 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 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 or call on toll free no.: 1800-222- 990 or send a request at 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 / 022-24994545 & Ms. Sarita Mote, Assistant Manager, NSDL at 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. Monday, 12 October 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@datamaticsbbpm.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 AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for remote e-voting.
5. If any votes are cast by the Members through e-voting available during the AGM 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.

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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



Smart solutions.
Strong relationships.

Date:

Dear Shareholder(s),

Sub: Registration of e-mail address

In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, we request you to kindly register your e-mail id in order to receive the Notices of future Annual General Meetings, Annual Report and other correspondences of the Company in electronic form, by sending a duly filled in and signed copy of the below registration form to the Company's Registrar and Share Transfer Agent 'Datamatics Business Solutions Limited' at Plot No. B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai 400 093 or through email at cginvestors@datamaticsbpm.com.

Shareholders who hold shares in dematerialized form are requested to approach the concerned Depository Participant for updating/modifying their e-mail id(s) as the case may be.

For CG Power and Industrial Solutions Limited

Alen Ferns

Company Secretary and Compliance Officer

Membership No. ACS 30633



E-MAIL REGISTRATION FORM

To* :

The Company (for Shareholders holding shares in physical mode)

The Depository Participants (for Shareholders holding shares in dematerialised form)

Sub: Registration of e-mail address - CG Power and Industrial Solutions Limited

I/We would like to receive Notices, Annual Reports and other communications/documents from the Company in electronic mode. I/We request you to register my/our e-mail address for receiving communications/documents electronically as per the following details:

Name of the Shareholder(s)	
Folio/DP ID/Client ID	
E-mail address	
Mobile No	

Date:

Place:

Signature of the Shareholder(s)#

* Please tick as applicable.

Please ensure that the form is signed by the registered Shareholder along with Joint Shareholder(s), if any.

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