

CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN : L99999MH1937PLC002641)

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

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

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

NOTICE

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED ('the Company')** will be held on **Wednesday, 27 July 2022 at 03:00 pm (IST)** through Video Conferencing ('**VC**')/ Other Audio-Visual Means ('**OAVM**') to transact the following business:

ORDINARY BUSINESS:

Adoption of Standalone Financial Statements for the financial year ended 31 March 2022

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2022, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted."

Adoption of Consolidated Financial Statements for the financial year ended 31 March 2022

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2022 and the Report of the Auditors thereon, be and are hereby received and adopted."

Re-appointment of Director retiring by rotation

3. To re-appoint Mr. M A M Arunachalam (DIN:00202958), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Ratification of remuneration payable to Cost Auditor

4. 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 ₹ 7,70,000/- (Rupees Seven Lakhs Seventy Thousand 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 2023, 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."

Payment of special incentive to Mr. Natarajan Srinivasan, Managing Director

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

"RESOLVED THAT in partial modification to the resolution passed by the Members at the Extra-ordinary General Meeting of the Company held on 7 June 2021 and pursuant to the provisions of Section 196, 197 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, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules under the Act (including any

statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment of special incentive of ₹ 5,00,00,000 (Rupees Five Crores only) to Mr. Natarajan Srinivasan, Managing Director of the Company for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any committee thereof) be and is hereby authorised to take such steps expedient or desirable to give effect to this resolution.”

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

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 28 June 2022

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 pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 19/2021, 21/2021 and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 15 June 2020, 28 September 2020, 08 December 2021, 14 December 2021, 05 May 2022 respectively and all other relevant circulars, 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, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and all other relevant circulars issued by the Securities and Exchange Board of India ('**SEBI Circulars**') and in compliance with the provisions of the Companies Act 2013 ('**Act**') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**'), the 85th 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 of start of 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 as provided in the MCA circulars.

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 special business under Item No. 4 and 5 of this Notice, proposed to be transacted at the AGM and relevant information with respect to Director seeking appointment at the Meeting under Item No. 3 of this Notice 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 should be sent to the scrutinizer by email through its registered email address to acs.pmehta@gmail.com with a copy marked to investorservices@cggglobal.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@cggglobal.com. Questions/ queries received by the Company till Friday, 22 July 2022 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, 22 July 2022, mentioning their name, demat account number/folio number, email id and 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 2021-22, 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 - Financial Express and Loksatta in this regard.

Unpaid/unclaimed Dividend(s) pertaining to the financial year 2014-15 which remained unclaimed/unpaid for a period of seven consecutive years, were transferred to IEPF as detailed hereunder:

Date of Declaration of Dividend	Due Date for Transfer to the IEPF
3 February 2015	2 March 2022

It may be noted that there are no unclaimed dividend which are remaining to be transferred to IEPF.

(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 Circulars, electronic copy of the Notice of 85th AGM along with the Annual Report for Financial Year 2021-22 is being sent to all the Members whose e-mail addresses are registered with the Company/ RTA/Depository Participant(s). If any Member is interested in obtaining a hard copy of the Annual Report, he/she may send the requests to the Company at investorservices@cgglobal.com.

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.cgglobal.com and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited) and also on the website of NSDL 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@cgglobal.com.

For members who have not received the Notice of 85th AGM along with the Annual Report for Financial Year 2021-22 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@cgglobal.com. Post receipt of such request and verification of details 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 (i.e. after Friday, 24 June 2022) 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 85th AGM and Annual Report.

(i) Scrutinizer:

The Board of Directors, at its meeting held on Monday, 02 May 2022, 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/ Managing 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/ Managing Director /Company Secretary of the Company within 2 (two) working days 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. 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 stated in the "instructions for e-voting section" of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the Meeting is Wednesday, 20 July 2022. The remote e-voting period will commence on Saturday, 23 July 2022 at 9:00 a.m. (IST) and end on Tuesday, 26 July 2022 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 in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Wednesday, 20 July 2022, 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 Wednesday, 20 July 2022.

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

The Company's Registrar & Share Transfer ('RTA') is Datamatics Business Solutions 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 Secretarial Department at investorservices@cgglobal.com.

Address and details for correspondence with DBSL and the Secretarial Department are provided in the section titled 'Report on Corporate Governance' in the 85th Annual Report for Financial Year 2021-22 accompanying this Notice.

(m) Route Map:

As the AGM is held through VC/OAVM, without the physical presence of the Members in terms of MCA Circulars, the route map is not annexed to this Notice.

(n) Shares related:

- a. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - i. For shares held in electronic form: to their Depository Participants (DPs)
 - ii. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3 2021. The Company has sent letters for furnishing the required details.
- b. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at https://www.cgglobal.com/shares_related and on the website of the Company’s Registrar and Transfer Agents, Datamatics Business Solutions Limited (“RTA”) at <https://www.datamaticsbpm.com/registrar-and-transfer-agent/information-to-shareholders/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- c. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- d. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- e. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website https://www.cgglobal.com/shares_related. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical 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**

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 28 June 2022

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. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, have at their Meeting held on 02 May 2022, 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 2023 at a remuneration of ₹ 7,70,000/- (Rupees Seven Lakhs Seventy Thousand 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. 4 of this Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending 31 March 2023.

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

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. 4 of the accompanying Notice.

Item No. 5

The Members of the Company had, at the Extra-ordinary General Meeting of the Company held on 7 June 2021, approved the appointment of Mr. Natarajan Srinivasan as the Managing Director of the Company for a period of 2 years effective from 26 November 2020, along with other terms and conditions of appointment, including payment of remuneration. The terms of remuneration of Mr. Natarajan Srinivasan as approved by the Members inter alia included incentives and high performance bonus, each of which, at 100%, would be 35% of his Annual Pay.

The Members are requested to note that ever since the change in Management of the Company in November 2020 pursuant to acquisition of controlling stake by Tube Investments of India Limited, there has been a swift turnaround in the operational and financial performance of the Company, under the strong and able leadership of Mr. Natarajan Srinivasan. He has played significant role in resolving many of the legacy issues, including (a) completion of restatement/voluntary revision of accounts in a record time, (b) resolving long pending issues relating to sale of Kanjurmarg property which helped the Company to reduce its debts, (c) repayment of debt relating to the CG House property which enabled avoidance of its sale and the CG House property continues to remain with the Company; and (d) guiding the Company on regulatory matters including investigations by SFIO, Enforcement Directorate and CBI, which all helped the Company in posting the excellent performance.

As can be seen, all the businesses of the Company have performed to their potential with highest-ever sales reported by Motors and Railways segment. On a standalone basis, the total sales of the Company for the year were higher at ₹ 5,159 crores, recording a growth of 104% YoY, and Profit Before Tax (before exceptional items) for the year stood at ₹ 502 crores as against loss of ₹ 91 crore in the previous year. Free cash flow generated for the year was ₹ 392 crores. Market capitalization of the Company which was ₹ 4,982 crores in November 2020 rose to ₹ 27,316 Crores as on 31 March 2022.

Considering the significant performance of the Company, including achievement in terms of Profit Before Tax, based on recommendation of the Nomination and Remuneration Committee, the Board approved the payment of incentive of ₹ 1.53 crore and high performance bonus of ₹ 1.53 crore to Mr. Natarajan Srinivasan, as per the terms of remuneration already approved by the shareholders. Thus, the total remuneration of Mr. Natarajan Srinivasan for the year 2021-22, including the salary, incentive and high performance bonus, aggregates to ₹ 6.25 crores.

Further, considering the significant contribution of Mr. Srinivasan in the complete turnaround in operational and financial performance of the Company and resolving of many of the legacy issues of the Company, the Nomination and Remuneration Committee has recommended to the Board, and the Board has approved, subject to further approval by the Members, the payment of special incentive of ₹ 5 crores to Mr. Natarajan Srinivasan for the financial year 2021-22. Since this special incentive is in addition to the incentive and high performance bonus earlier approved by the Members of the Company, it requires approval of the Members.

In view of the above, approval of the Members is being sought for payment of special incentive of Rs. 5 Crore to Mr. Natarajan Srinivasan for the financial year 2021-22. It may be noted that the total remuneration of Mr. Natarajan Srinivasan for the financial year 2021-22 (including the special incentive of Rs.5 Crore as mentioned above), would be Rs.11.25 crore and the same will be well within the limits prescribed under the Companies Act, 2013 ("**the Act**"). The maximum remuneration payable to the Managing Director under the Act is Rs. 33.26 crore, being 5% of the profit for the year as computed under the provisions of Section 197 and 198 of the Act.

Except for Mr. Natarajan Srinivasan, 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, except to the extent of their shareholding in the Company, if any.

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

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

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 28 June 2022

Details of Director seeking re-appointment at the 85th 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. M A M Arunachalam
DIN	00202958
Nationality	Indian
Date of First Appointment on the Board of Directors	26 November 2020 as an Additional Director
Age	54 years
Qualifications	MBA from the University of Chicago
Capacity	Non-Executive Non- Independent Director
Experience and expertise in Specific Functional Areas	Has over 25 years of experience in diverse area of Business Development and strategic initiatives

List of Directorships held in other companies including the companies from which he has resigned in the past three years

Directorship in other companies

Listed Companies

- a) Shanthi Gears Limited
- b) Tube Investments of India Limited
- c) Cholamandalam Investment and Finance Company Limited

Other Companies

- a) Ambadi Investments Limited
- b) Cholamandalam Home Finance Limited
- c) Parry Enterprises India Limited
- d) AR Lakshmi Achi Trust
- e) Great Cycles (Private) Limited, Sri Lanka
- f) Creative Cycles (Private) Limited, Sri Lanka
- g) New Ambadi Estates Private Limited
- h) TI Clean Mobility Private Limited

Companies resigned in past three years

Listed Companies

- a) Carborundum Universal Limited
- b) Coromandel Engineering Company Limited

Other Companies

- a) Parry Murray & Company Limited, UK
- b) The Africa Under Canvas Safaris Limited, Tanzania

Membership/ Chairmanship in the Committees of the Boards of companies in which he is a Director

CG Power and Industrial Solutions Limited

- Stakeholders' Relationship Committee – Member
- Risk Management Committee- Member

Tube Investments of India Limited

- Stakeholders' Relationship Committee – Chairman
- Shares and Debentures Committee – Chairman
- Loans Committee – Chairman
- Audit Committee – Member

- Corporate Social Responsibility Committee – Member
- Risk Management Committee- Member

Cholamandalam Investment and Finance Company Limited

- Audit Committee – Member
- Corporate Social Responsibility Committee – Member
- Risk Management Committee – Member
- Business Committee – Member
- Stakeholders' Relationship Committee – Chairman

Parry Enterprises India Limited

- Audit Committee – Member
- Nomination and Remuneration Committee – Member

Terms and Conditions of appointment/ re-appointment	Appointment as a Non-Executive Non- Independent Director subject to retirement by rotation		
Details of remuneration sought to be paid	Entitled to sitting fees for attending meetings of the Board/ Committees and commission as per the limits set out in the Act.		
Last drawn remuneration	Not Applicable. Only sitting fees paid. Kindly refer the section titled 'Report on Corporate Governance' of the 85 th Annual Report of the Company accompanying this Notice.		
Number of meetings of Board attended during the year	Attended all the 9 Board Meetings that were held during the financial year 2021-22.		
Number of shares held in the Company including shareholding as a beneficial owner	Shareholding in capacity of Director and beneficial owner as on 31 March, 2022:		
	Sr. No.	Capacity	Number of shares held
	1.	Director	1,85,000
	2.	M.A. Murugappan HUF- Kartha	64,500
	3.	Murugappan Arunachalam Trust-Trustee	46,900
	4.	Arun Murugappan Children Trust-Trustee	74,000
	5.	M.A. Murugappan Holdings LLP / Partner	3,67,000
Justification for choosing the individual for appointment as an Independent Director	Not Applicable		
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**

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 28 June 2022

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE 85TH ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 23 July 2022 at 9:00 a.m. (IST) and ends on Tuesday, 26 July, 2022 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 20 July 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 20 July 2022.

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





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

Step 1: Access to NSDL e-voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="539 820 1477 1156">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. <li data-bbox="539 1166 1477 1259">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="539 1270 1477 1605">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. <li data-bbox="539 1616 1477 1680">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="818 1690 1193 1721" style="text-align: center;">NSDL Mobile App is available on</p> <div data-bbox="818 1732 1193 1777" style="text-align: center;">   </div> <div data-bbox="852 1798 967 1918" style="text-align: center;">  </div> <div data-bbox="1046 1798 1161 1918" style="text-align: center;">  </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

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

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

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

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

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

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password,' you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

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

The instructions for Members for e-voting on the day of the 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.

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

1. Member will be provided with a facility to attend the M through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservices@cgglobal.com. The same will be replied by the company suitably.



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

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

P Varadarajan

Company Secretary and Compliance Officer

Membership No. ACS 8237



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.

