

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 Seventh Annual General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** ('the Company') will be held on **Wednesday, 24 July, 2024 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, 2024

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, 2024, 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, 2024

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, 2024 and the Report of the Auditors thereon, be and are hereby received and adopted."

Confirmation of Interim Dividend

3. To confirm the payment of the interim dividend of ₹ 1.30/- per Equity Share of ₹ 2/- each as dividend for the Financial Year 2023-24 and pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the interim dividend of ₹ 1.30/- per Equity Share i.e. 65% on face value of ₹ 2/- per share, declared by the Board of Directors on 23 January, 2024 and paid by the Company on 21 February, 2024 for the Financial Year 2023-24, be and is hereby confirmed."

Re-appointment of Director retiring by rotation

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

To re-appoint Mr. Vellayan Subbiah (DIN: 01138759), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vellayan Subbiah (DIN: 01138759), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Ratification of remuneration payable to Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 8,30,000/- (Rupees Eight Lakh Thirty 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, 2025, 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.”

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

Sanjay Kumar Chowdhary
Company Secretary
Membership No. ACS 12878
Mumbai, 6 May, 2024

NOTES:

(a) Convening of Annual General Meeting through Video Conferencing / Other Audio Visual Means facility:

Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 11/2022 and 09/2023 dated 8 April, 2020, 13 April, 2020, 5 May, 2020, 15 June, 2020, 28 September, 2020, 13 January, 2021, 8 December, 2021, 14 December, 2021, 5 May, 2022, 28 December, 2022, 28 December, 2022 and 25 September, 2023 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, 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, Circular No. SEBI/HO/CFD/PoD-2/CIR/P/2023/4 dated 5 January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 issued by the Securities and Exchange Board of India ('**SEBI Circulars**') and in compliance with the provisions of the Companies Act, 2013 ('**the Act**') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**'), the 87th 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 the Members at a common venue. Hence, the 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. 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. 4 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 authorized 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) authorized 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 Friday, 19 July, 2024 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, 19 July, 2024, 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.

(g) Unclaimed/Unpaid Dividends and Shares:

During the Financial Year 2023-24, there were no unclaimed/unpaid dividend(s) which were required to be transferred to the Investor Education and Protection Fund ('IEPF') 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').

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

In terms of Section 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 87th AGM along with the Annual Report for the Financial Year 2023-24 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 made 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 to 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 87th AGM along with the Annual Report for Financial Year 2023-24 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 a 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 valid 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 email 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 Member of the Company after the dispatch of Notice of the AGM and holding shares as on the cut-off date i.e. Wednesday, 17 July, 2024 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

a request providing their email address, mobile number and self-attested PAN copy via email to cginvestors@datamaticsbpm.com for obtaining the Notice of 87th AGM and Annual Report.

(i) Scrutinizer:

The Board of Directors, at its Meeting held on Monday, 6 May, 2024, has appointed Mr. Prashant S. Mehta (Membership No ACS 5814), Proprietor of M/s. P. Mehta & Associates, Practicing 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 the SEBI LODR, and SS-2, the Company is providing remote e-voting facility to enable the 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 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, 17 July, 2024. The remote e-voting period will commence on **Saturday, 20 July, 2024 at 9:00 a.m. (IST) and end on Tuesday, 23 July, 2024 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 shall 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. Wednesday, 17 July, 2024, 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 as 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 i.e. Wednesday, 17 July, 2024.

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

The Company's Registrar and Share Transfer Agent ('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 email to the Company's Corporate Secretarial Department at investorservices@cgglobal.com.

Address and details for correspondence with DBSL and the Company's Corporate Secretarial Department are provided in the section titled 'Report on Corporate Governance' in the 87th Annual Report for Financial Year 2023-24 accompanying this Notice.

(m) Route Map:

As the AGM is being 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); and
 - 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 Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated 12 October, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17 November, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- b. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25 January, 2022, as amended, 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 email at cginvestors@datamaticsbpm.com.

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

Sanjay Kumar Chowdhary
Company Secretary
Membership No. ACS 12878
Mumbai, 6 May, 2024

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

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the 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. 5

Ratification of remuneration payable to Cost Auditor

The Board of Directors of the Company, on the recommendation of the Audit Committee, have at their Meeting held on 6 May, 2024, approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), for conducting the audit of the cost records of the Company for the Financial Year ending 31 March, 2025 at a remuneration of ₹ 8,30,000/- (Rupees Eight Lakhs Thirty 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. 5 of this Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31 March, 2025.

The Board of Directors recommends the Ordinary Resolution at Item No. 5 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. 5 of the accompanying Notice.

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

Sanjay Kumar Chowdhary
Company Secretary
Membership No. ACS 12878
Mumbai, 6 May, 2024

**ANNEXURE TO ITEM NO. 4 OF THE NOTICE CONVENING THE
87TH ANNUAL GENERAL MEETING OF THE COMPANY**

Details of Director seeking re-appointment at the 87th 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. Vellayan Subbiah
DIN	01138759
Nationality	Indian
Date of First Appointment on the Board of Directors	26 November, 2020
Age	54 years
Qualifications	Bachelor of Technology in Civil Engineering from IIT Madras. Master in Business Administration from the University of Michigan.
Capacity	Non-Executive Non-Independent Director
Experience and expertise in Specific Functional Areas	He has over 2 decades of work experience in varied fields i.e. consulting, technology, projects and financial services.
List of Directorships held in other companies including the companies from which he has resigned in the past three years	<p>Directorship in other companies</p> <ul style="list-style-type: none"> • Tube Investments of India Limited • Cholamandalam Financial Holdings Limited • Cholamandalam Investment and Finance Company Limited • Ambadi Investments Limited • DOT IOT Technologies Private Limited • CherryTin Online Private Limited • SRF Limited • TI Clean Mobility Private Limited • Mavco Investments Private Limited • 3XPER Innoventure Limited • CG Semi Private Limited • CG Power Americas, LLC • CG DE Sub, LLC (formerly known as QEI, LLC) <p>Names of listed entities from which the Director has resigned in the past 3(three) years:</p> <p>Shanthi Gears Limited - 22 October, 2021.</p>

Membership / Chairmanship in the Committees of the Boards of companies in which he is a Director	<p>1) CG Power and Industrial Solutions Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee - Chairman Risk Management Committee - Chairman Audit Committee - Member Nomination and Remuneration Committee - Member Finance Committee - Chairman <p>2) Tube Investments of India Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee - Member Shares and Debentures Committee - Member Loans Committee - Member <p>3) Chola mandalam Investment and Finance Company Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Chairman IT Strategy Committee - Member Nomination and Remuneration Committee - Member Business Committee - Chairman
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	Kindly refer the section titled 'Report on Corporate Governance' of the 87 th Annual Report of the Company accompanying this Notice.
Number of Meetings of Board attended during the year	Attended all the 5 Board Meetings that were held during the Financial Year 2023-24.
Number of shares held in the Company including shareholding as a Beneficial Owner	Nil
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 of the Company.

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

Sanjay Kumar Chowdhary
Company Secretary
Membership No. ACS 12878
Mumbai, 6 May, 2024

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

The remote e-voting period begins on Saturday, 20 July, 2024 at 9:00 a.m. (IST) and end on Tuesday, 23 July, 2024 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, 17 July, 2024, 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, 17 July, 2024.

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 the 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 Depository Participants (DPs). 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">Existing IDeAS user can visit the e-Services website of NSDL, Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed 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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username & password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” options available on the above-mentioned 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 022 - 4886 7000.
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 call the toll-free number 1800 22 55 33.

B) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. Enter your User ID, your Password / OTP 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 (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 log in 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' for the system to prompt 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 your NSDL account, or the last 8 digits of your 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 hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you hold shares in physical form) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by the above two options, you can send a request to evoting@nsdl.com 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 their vote on the e-Voting system of NSDL.
7. After entering your password, tick on “Agree with 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, the homepage 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 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. 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.: 022 - 4886 7000 or send a request to evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cginvestors@datamaticsbbpm.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), AADHAAR (self-attested scanned copy of Aadhaar Card).

Card) to investorservices@cgglobal.com. If you are an Individual shareholder 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 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 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 AGM 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" placed under **"Join 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.



Smart solutions.
Strong relationships.

CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN: L99999MH1937PLC002641)

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

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

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

Dear Shareholder(s),

Date:

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 email 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 A-16 & 17 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 email id(s), as the case may be.

For **CG Power and Industrial Solutions Limited**

Sanjay Kumar Chowdhary

Company Secretary and Compliance Officer

Membership No. ACS 12878



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.