



Smart solutions.
Strong relationships.

CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN: L99999MH1937PLC002641)

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

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

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

NOTICE

NOTICE is hereby given that the Eighty Eighth Annual General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** ("the Company") will be held on **Thursday, 24 July 2025** 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 2025

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

"RESOLVED THAT the Board's Report, Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2025, the Reports of the Auditors thereon, be and are hereby received and adopted."

Adoption of Consolidated Financial Statements for the Financial Year ended 31 March 2025

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 2025 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 2024-25 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 18 March, 2025 and paid by the Company on 29 March 2025 for the Financial Year 2024-25, 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. M A M Arunachalam (DIN: 00202958), 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. M A M Arunachalam (DIN: 00202958), 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:

Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013

and Regulation 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the company, as well as based on the recommendation of the Nomination and Remuneration committee, Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960), who was appointed as an Independent Director for a period of 3 years i.e. from 24 September 2022 upto 23 September, 2025 (both days inclusive), and who is eligible for re-appointment and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing proposing her candidature for the office of director under section 160 of the Act, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a second term of five consecutive years from 24 September 2025 and up to 23 September 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of directorship of Mrs. Vijayalakshmi Rajaram Iyer, as an Independent Director of the Company on attaining the age of 75 years during her tenure of the second term ending on 23 September 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Re-appointment of Mr. P S Jayakumar (DIN: 01173236) as Non-Executive Independent Director of the Company.

6. To consider and, if deemed fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the company, as well as based on the recommendation of the Nomination and Remuneration committee, Mr. P S Jayakumar (DIN: 01173236), who was appointed as an Independent Director for a period of 5 years i.e. from 26 November 2020 upto 25 November, 2025 (both days inclusive), and who is eligible for re-appointment and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing proposing his candidature for the office of director under section 160 of the Act, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a second term of five consecutive years from 26 November 2025 upto 25 November 2030 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Payment of Commission to Mr. M A M Arunachalam (DIN: 00202958), Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force], Regulation 17(6)(ca) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Company be and is hereby accorded, on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, for payment of a commission of ₹ 1 Crores to Mr. M A M Arunachalam (holding DIN 00202958) for the financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a duly constituted Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this **Resolution.**"

Appointment of Secretarial Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company, M/s. Parikh & Associates, Company Secretary(ies) in Practice (Firm Registration No. P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5(Five) consecutive years (from FY 2025-26 to FY 2029-2030), for carrying out the secretarial audit of the Company, on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

Ratification of remuneration payable to Cost Auditor

9. 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 2026, 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, 2025

NOTES:

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

Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (hereinafter collectively referred as '**MCA Circulars**') and SEBI Circular(s) dated May 12, 2020 and subsequent circulars issued in this regard, the latest being Circular dated October 3, 2024 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 88th 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 to 9 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 to 6 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, 18 July 2025 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, 18 July 2025, 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 2024-25, 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 88th AGM along with the Annual Report for the Financial Year 2024-25 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 88th AGM along with the Annual Report for Financial Year 2024-25 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. Thursday, 17 July 2025 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 88th AGM and Annual Report.

(i) Scrutinizer:

The Board of Directors, at its Meeting held on Tuesday, 6 May 2025, 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 Thursday, 17 July 2025. The remote e-voting period will commence on **Sunday, 20 July 2025 at 9:00 a.m. (IST) and end on Wednesday, 23 July 2025 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. Thursday, 17 July 2025, 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. Thursday, 17 July, 2025.

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

The Company's Registrar and 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 email 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 88th Annual Report for Financial Year 2024-25 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, 2025

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

Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as Non-Executive Independent Director of the Company.

Mrs. Vijayalakshmi Rajaram Iyer was appointed as a Non-Executive Independent Director of the Company for a term of three consecutive years w.e.f. 24 September 2022. Her current term as an Independent Director of the Company will conclude on 23 September 2025.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors on 6 May 2025, has approved the re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) for the second term as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years effective from 24 September, 2025 to 23 September, 2030 (both days inclusive), subject to further approval of the Members of the Company.

In addition to re-appointment of Mrs. Iyer as Independent Director of the Company, it is also required to note that before completion of her second term of appointment Mrs. Iyer will exceed the maximum age of 75 years, hence pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any amendment(s)/modification(s)/re-enactment(s) thereto), the Board has approved the continuation of directorship of Mrs. Iyer, as an Independent Director of the Company on attaining the age of 75 years, upto her second term ending on 23rd September 2030, subject to the approval of the Members of the Company.

Mrs. Vijayalakshmi Rajaram Iyer has confirmed that she meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of SEBI LODR. In the opinion of the Board, Mrs. Vijayalakshmi Rajaram Iyer fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR for her re-appointment as an Independent Director of the Company and is independent of the Management. She has also confirmed that she is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

The Company has received a notice in writing from a Member proposing candidature of Mrs. Vijayalakshmi Rajaram Iyer for the office of the Director of the Company.

Mrs. Vijayalakshmi Rajaram Iyer aged 69 years, holds a post-graduation degree from Sydenham College of Commerce, Mumbai. She is also a certified associate of the Indian Institute of Banking and Finance. She has nearly four decades of experience in the banking and finance sector in India. She has served as the Chairperson for a number of boards and committees in the financial sector in India including the Banking and Financial Institute Committee of the Federation of Indian Chambers of Commerce and Industry.

She retired as the Chairperson and Managing Director of Bank of India in May 2015 where she played an instrumental role in structuring it as an umbrella institution offering all kinds of banking and financial services. Under her leadership, Bank of India received the 'Best PSU Bank' award for overall growth in performance from Dun & Bradstreet and was recognized as the 'Second Most Trusted Brand among the PSU Banks' by the Economic Times. She also served as Member (Finance & Investment) at IRDAI from 2015 to 2017 where she played a significant role in the introduction and amendment of various regulations related to, inter alia, finance and accounts, corporate governance, mergers and acquisition, registration of new insurance companies and exposure of management.

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

The Nomination and Remuneration Committee evaluated her immense experience and expertise and has considered that her contribution on the Board will be of great value addition to the Company. The Board considers that Mrs. Vijayalakshmi Rajaram Iyer's association would be of immense benefit to the Company and desires to avail her continuous services as an Independent Director of the Company.

In view of the above and in terms of the provisions of Section 149 and other applicable provisions of the Act and provisions of SEBI LODR, Mrs. Vijayalakshmi Rajaram Iyer is proposed for re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years, i.e. with effect from 24 September 2025 to 23 September 2030.

Except Mrs. Vijayalakshmi Rajaram Iyer, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Special Resolution as set out at Item No. 5 of the

accompanying Notice except to the extent of their shareholding, if any. Mrs. Vijayalakshmi Rajaram Iyer is not related to any Director or Key Managerial Personnel of the Company.

Item No. 6

Re-appointment of Mr. P S Jayakumar (DIN: 01173236) as Non-Executive Independent Director of the Company.

Mr. P S Jayakumar was appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f. 26 November 2020. His current term as an Independent Director of the Company will conclude on 25 November 2025.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors on 6 May 2025, has approved the re-appointment of Mr. P S Jayakumar (DIN: 01173236) for the second term as an Non- Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years effective from 26 November 2025 to 25 September 2030 (both days inclusive), subject to further approval of the Members of the Company.

Mr. Jayakumar has confirmed that he meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of SEBI LODR. In the opinion of the Board, Mr. P S Jayakumar fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI LODR for his re-appointment as an Independent Director of the Company and is independent of the Management. He has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

The Company has received a notice in writing from a Member proposing candidature of Mr. P S Jayakumar for the office of the Director of the Company.

Mr. P S Jayakumar aged 63 years, holds a Master in Commerce from University of Madras, and is a Chartered Accountant from the Institute of Chartered Accountants of India, as well as an MBA graduate from XLRI Jamshedpur and Gurukul Chevening Scholar, London School of Economics and Political Science.

He started his career as entry level Management Associate in Citibank and went on to become the Co-Head Citibank, India with the responsibility of consumer banking. Next, he copromoted two companies, namely VBHC Value Homes and Home First India. He was the Managing Director of Bank of Baroda for a period from 2015 to 2019. Currently, he is on the Board of Governor of Indian Institute of Corporate Affairs. He is also on the Board of listed companies such as Emcure Pharmaceuticals Limited, HT Media Limited, Adani Ports and Special Economic Zone Limited, Northern ARC Capital Limited and JM Financial Limited.

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

The Nomination and Remuneration Committee evaluated his immense experience and expertise and has considered that his contribution on the Board will be of great value addition to the Company. The Board considers that Mr. P S Jayakumar's association would be of immense benefit to the Company and desires to avail his continuous services as an Independent Director of the Company.

In view of the above and in terms of the provisions of Section 149 and other applicable provisions of the Act and provisions of SEBI LODR, Mr. P S Jayakumar is proposed for re-appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years, i.e. with effect from 26 November 2025 to 25 November 2030.

Except Mr. P S Jayakumar, being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, financially or otherwise, concerned or interested in the said Special Resolution as set out at Item No. 6 of the accompanying Notice except to the extent of their shareholding, if any. Mr. P S Jayakumar is not related to any Director or Key Managerial Personnel of the Company.

Item No. 7

Payment of Commission to Mr. M A M Arunachalam (DIN: 00202958), Non-Executive Director of the Company.

As per Section 197 of the Companies Act, 2013 ("the Act"), the Company can pay remuneration to its Non-Executive Directors (NEDs) in the form of Commission on profits up to 1% of the net profits calculated in accordance with Section 198 of the Act. This is in addition to payment of Sitting Fees for attending meetings of the Board/Board Committees. The Company's Remuneration policy provides for payment of differential remuneration to Non-Executive Directors ("NEDs") considering the contribution and time spent on operational matters other than at the meetings, by the specific Director. The Company has been paying remuneration to NEDs by way of commission every year, apart from sitting fee for attending the Board and Committee meetings.

The Members may note that Mr. M A M Arunachalam has played an active role in guiding and advising the Company and its leadership team on matters relating to managing business relationships, Governmental and regulatory affairs and new projects of the Company and its Subsidiaries. He also actively supports and works with Chairman of the Company on aspects relating to governance, group integration, leadership development and senior level succession planning.

In view of the considerable additional time and efforts put in by Mr. M A M Arunachalam during the financial year 2024-25 as the Non-Executive Director of the Company, the Board, on the recommendations of the Nomination and Remuneration Committee, has proposed that a higher remuneration by way of Commission of ₹ 1 crore be paid to him.

Further, as already stated above, under the Act, the NEDs are permitted to be paid up to a maximum of ₹ 12.70 Crores, for the financial year 2024-25, being 1% of the profits of the Company as calculated under the Act, by way of remuneration, whereas the proposed payment of Commission is limited to ₹ 1.76 Crores only for all the NEDs together including Mr. M A M Arunachalam.

In view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), whereby if the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the approval of shareholders by means of special resolution is to be obtained.

Hence, the approval of the Members is being sought for the Special Resolution under the applicable provisions of the Act and the Rules thereunder and the SEBI Listing Regulations for the proposed payment of remuneration by way of Commission as aforesaid, which is within the overall limits of the Act and the Rules thereunder. The same is also in accordance with the Remuneration Policy of the Company and is wholly justified considering the role played and the additional time spent by Mr. M A M Arunachalam during the financial year 2024-25 on the Company's affairs, apart from being in commensurate with the size of the Company, its creditable performance during the year.

The Board recommends the Special Resolution for approval by the Members of the Company.

Except Mr. M A M Arunachalam, 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 Special Resolution as set out at Item No. 7 of the accompanying Notice except to the extent of their shareholding, if any. Mr. M A M Arunachalam is not related to any Director or Key Managerial Personnel of the Company.

Item No. 8

Appointment of Secretarial Auditors of the Company

In terms of the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary and annex the Secretarial Audit Report to its annual report.

Additionally, effective from 1st April 2025, a listed entity shall subject to Shareholders approval, appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Provided that any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31st March 2025 shall not be considered for the purpose of calculating the tenure as above.

Accordingly, the Board of Directors at its meeting held on May 6, 2025, has approved the appointment of M/s Parikh & Associates, Company Secretaries, (Firm Registration No. P1988MH009800) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

In terms of the amended regulations, M/s Parikh & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s Parikh & Associates has confirmed that they

are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s Parikh & Associates has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies. While recommending M/s Parikh & Associates for appointment, the Board evaluated various factors, including the firm's capability to handle diverse Company's business and the Company's business segments, its industry standing, the clientele it serves, and its technical expertise.

The Firm is presently the Secretarial Auditor of the Company. The terms and conditions of the appointment of M/s Parikh & Associates include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration of ₹1,50,000/- (Rupee One Lakhs Fifty Thousand only) for FY26. The Board of Directors will approve the remuneration of the Secretarial Auditors, for the remaining period of their tenure, based on the performance & any additional efforts on account of changes in regulations or other considerations.. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s Parikh & Associates, and will be subject to approval by the Board of Directors.

M/s. Parikh & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

M/s. Parikh & Associates is a firm of Practising Company Secretaries founded in 1987. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of this Notice for appointment of Secretarial Auditors of the Company for the period of 5(Five) years effective from 1st April 2025 upto 31st March 2030.

The Board of Directors recommends the Ordinary Resolution at Item No. 8 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. 8 of the accompanying Notice.

Item No. 9

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 2025, 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 2026 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. 9 of this Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31 March 2026.

The Board of Directors recommends the Ordinary Resolution at Item No. 9 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. 9 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, 2025

**ANNEXURE TO ITEM NO. 4 TO 6 OF THE NOTICE CONVENING THE
88TH ANNUAL GENERAL MEETING OF THE COMPANY**

Details of Director seeking re-appointment at the 88th 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	Mrs. Vijayalakshmi R Iyer	Mr. P S Jayakumar
DIN	00202958	05242960	01173236
Nationality	British	Indian	Indian
Date of First Appointment on the Board of Directors	26 November 2020	24 September 2022	26 November 2020
Date of Birth/Age	18 June 1967/57 years	1 June 1955/69 years	08 April 1962/63 years
Qualifications	MBA graduate from the University of Chicago.	Post-graduation degree from Sydenham College of Commerce Mumbai Certified associate of the Indian Institute of Banking and Finance	Master in Commerce, University of Chennai Chartered Accountant from the Institute of Chartered Accountants of India MBA graduate from XLRI Jamshedpur Gurukul Chevening Scholar, London School of Economics and Political Science
Capacity	Non-Executive Non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Experience and expertise in Specific Functional Areas	He is an Industrialist and has over three decades of experience in the field of varied industrial activities.	She has nearly four decades of experience in the banking and finance sector in India. She has served as the Chairperson for a number of boards and committees in the financial sector in India including the Banking and Financial Institute Committee of the Federation of Indian Chambers of Commerce and Industry.	He started his career with Citibank in 1986 – joined as an entry level Management Associate and his last held position in 2008 was Country Head, for Citibank's consumer business. Thereafter, in 2008, he co-promoted two companies – (i) VBHC Value Homes Private Limited and (ii) Home First India Finance Limited. In 2015, he was selected by the Government of India to serve as the Managing Director and CEO for Bank of Baroda, a position he held for 4 years.
List of Directorships held in other companies	• Tube Investments of India Limited • Cholamandalam Leasing Limited (formerly known as Cholamandalam Home Finance Limited) • Cholamandalam Investment and Finance Company Limited • Shanthi Gears Limited • Ambadi Investments Limited	• Computer Age Management Services Limited • Poonawalla Fincorp Limited • Aditya Birla Capital Limited • ICICI Securities Limited and • Religare Enterprises Limited • L&T Metro Rail (Hyderabad) Limited	• Adani Ports and Special Economic Zone Limited • JM Financial Limited • Adani Logistics Limited • Emcure Pharmaceuticals Limited • VBHC Value Homes Private Limited • Tata Motors Finance Limited

Name of the Director	Mr. M A M Arunachalam	Mrs. Vijayalakshmi R Iyer	Mr. P S Jayakumar
	- New Ambadi Estates Private Limited - Jayem Automotives Private Limited - TI Medical Private Limited (formerly known as Lotus Surgicals Private Limited) - Mavstar Investments Private Limited - MANVU Investments Private Limited - TI Clean Mobility Private Limited - Mavco Investment Private Limited - CG Semi Private Limited - AR Lakshmi Achi Trust - Creative Cycles (Private) Limited, Sri Lanka - Great Cycles (Private) Limited, Sri Lanka	- L & T Infrastructure Development Projects - Limited - Axis Mutual Fund Trustee Limited - Avanse Financial Services Limited	- TVS Industrial & Logistics Parks Private Limited - Furture Generali India Life Insurance Company Limited - Northern Arc Capital Limited - ICRA Limited - HT Media Limited - TVS Infrastructure Investment Manager Private Limited
Membership/ Chairmanship in the Committees of the Boards of companies in which he is a Director	1) CG Power and Industrial Solutions Limited - Stakeholders' Relationship Committee – Chairman - Corporate Social Responsibility Committee- Chairman - Risk Management Committee - Member 2) Tube Investments of India Limited - Stakeholders' Relationship Committee- Chairman - Shares and Debentures Committee - Chairman - Loans Committee – Chairman - Audit Committee- Member - Risk Management Committee - Member - Corporate Social Responsibility Committee- Member 3) Cholamandalam Investment and Finance Company Limited - Stakeholders' Relationship Committee- Chairman - Corporate Social Responsibility Committee - Member - Business Committee – Member	1) CG Power and Industrial Solutions Limited - Audit Committee- Member - Nomination and Remuneration Committee – Member - Corporate Social Responsibility Committee- Member 2) Glenmark Pharmaceuticals Limited - Audit Committee- Chairperson - Nomination and Remuneration Committee – Member - Corporate Social Responsibility Committee- Member 3) Computer Age Management Services Limited - Audit Committee-Member - Nomination and Remuneration Committee- Chairperson - IT Strategy Committee- Member - Risk Management Committee- Chairperson 4) Aditya Birla Capital Limited - Audit Committee- Chairperson - Stakeholders' Relationship Committee- Chairperson	1) CG Power and Industrial Solutions Limited - Audit Committee – Chairman - Nomination and Remuneration Committee – Chairman 2) JM Financials Limited - Audit Committee – Member - Nomination and Remuneration Committee- Chairman - Risk Management and Environmental Social and Governance Committee- Chairman 3) Emcure Pharmaceuticals Limited - Audit Committee – Chairman - Nomination and Remuneration Committee - Member - Risk Management Committee- Member 4) Adani Ports and Special Economic Zone Limited - Audit Committee – Chairman - Nomination and Remuneration Committee- Chairman - Corporate Social Responsibility Committee- Member

Name of the Director	Mr. M A M Arunachalam	Mrs. Vijayalakshmi R Iyer	Mr. P S Jayakumar
	4) Shanthi Gears Limited - Nomination & Remuneration Committee- Member - Corporate Social Responsibility Committee – Member 5) Cholamandalam Leasing Limited (formerly known as Cholamandalam Home Finance Limited) - Corporate Social Responsibility Committee - Chairman	- Nomination, Remuneration and Compensation Committee- Member - Corporate Social Responsibility Committee-Member - IT Strategy Committee- Member 5) ICICI Securities Limited - Audit Committee- Member - Stakeholders' Relationship Committee- Chairperson - Nomination and Remuneration Committee- Member - Risk Management Committee- Chairperson 6) L&T Metro Rail (Hyderabad) Limited - Nomination and Remuneration Committee- Chairperson 7) Axis Mutual Fund Trustee Limited - Audit Committee- Member - Risk Management Committee- Member 8) Avanse Financial Services Limited - Audit Committee- Member - Nomination, Remuneration & Compensation Committee- Chairperson - Risk Management Committee- Member - Review Committee- Member 9) Gawar Investment Manager Private Limited - Audit Committee- Member - Stakeholders' Relationship Committee- Chairperson - Nomination and Remuneration Committee- Chairperson - Risk Management Committee- Member	- IT and Data Security Committee-Chairman - Merger & Acquisition Committee- Chairman - Legal, Regulatory & Tax Committee-Member 5) Northern Arc Capital Limited - Audit Committee – Member - Nomination and Remuneration Committee - Member - Risk Management Committee-Member 6) Tata Motors Finance Limited - Audit Committee – Chairman - Nomination and Remuneration Committee – Member - Risk Management Committee-Member - IT Strategy Committee- Member - Lending Committee- Member - Investment Committee- Chairman - Review Committee (under RBI's Master Direction on Treatment of Wilful Defaulters and Large Defaulters)- Member 7) Future Generali India Life Insurance Company Limited - Audit Committee – Member - Nomination and Remuneration Committee – Member - Policyholder Protection, Grievance Redressal and Claims Monitoring Committee-Chairman 8) HT Media Limited - Audit Committee – Member - Banking & Finance Committee-Member - Investment Committee-Member 9) ICRA Limited - Audit Committee – Member - Stakeholders' Relationship Committee-Member - Sub-Rating Committee-Member 10) TVS Industrial & Logistics Parks Private Limited - Audit Committee – Chairman - Impact and Governance Committee- Member - Investment and Borrowing Committee- Member - Project Management Committee- Member

Name of the Director	Mr. M A M Arunachalam	Mrs. Vijayalakshmi R Iyer	Mr. P S Jayakumar
Names of listed entities from which the directors have resigned in the past 3 (three) years	NIL	1. Poonawalla Fincorp Limited- 30 January 2024 2. Religare Enterprises Limited- 5 January 2023 3. GIC Housing Finance Limited- 23 September 2022	NIL
Terms and Conditions of appointment/ re-appointment	Appointment as a Non-Executive Non-Independent Director subject to retirement by rotation.	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term from 24 September 2025 upto 23 September 2030 (both days inclusive)	Re-appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term from 26 November 2025 up to 25 November 2030 (both days inclusive).
Details of remuneration sought to be paid	Entitled to sitting fees for attending Meetings of the Board/ Committees and commission as per the limits set out in the Act.	Entitled to sitting fees for attending Meetings of the Board/ Committees and commission as per the limits set out in the Act.	Entitled to 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 88 th Annual Report of the Company accompanying this Notice.	Kindly refer the section titled 'Report on Corporate Governance' of the 88 th Annual Report of the Company accompanying this Notice.	Kindly refer the section titled 'Report on Corporate Governance' of the 88 th Annual Report of the Company accompanying this Notice.
Number of Meetings of Board attended during the year	Attended 7 out of 7 Board Meetings that were held during the Financial Year 2024-25.	Attended 6 out of 7 Board Meetings that were held during the Financial Year 2024-25.	Attended 6 out of 7 Board Meetings that were held during the Financial Year 2024-25.
Number of shares held in the Company including shareholding as a Beneficial Owner	-	Nil	Nil
Justification for choosing the individual for appointment as an Independent Director	Not Applicable	As set out in accompanying explanatory statement of this Notice at Item No. 5	As set out in accompanying explanatory statement of this Notice at Item No. 6
Relationship with other Directors/ KMPs	Not related to any Director/ Key Managerial Personnel of the Company.	Not related to any Director/ Key Managerial Personnel of the Company.	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 2025

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

The remote e-voting period begins on Sunday, 20th July 2025 at 9:00 a.m. (IST) and end on Wednesday 23rd July, 2025 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. Thursday 17th July, 2025, 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 Thursday 17th July, 2025.

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.	- 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.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 user your existing my easi username & password. 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. 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. 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.
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. 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.

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 and 022 - 2499 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:

- If you are already registered for e-Voting, then you can use your existing password to log in and cast your vote.
- 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'?

- 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'.
- 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:

- 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.
- Physical User Reset Password?"** (If you hold shares in physical form) option available on www.evoting.nsdl.com.
- 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.
- 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?

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 and 022 - 2499 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) 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.

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. 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 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.