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CG POWER AND INDUSTRIAL SOLUTIONS LIMITED

(CIN : L99999MH1937PLC002641)

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

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

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

NOTICE

NOTICE is hereby given that the Eighty Fourth Annual General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** will be held on **Monday, 31 January, 2022 at 01:30 p.m. (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

Adoption of revised Financial Statements for the financial year 2020-21

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

"RESOLVED THAT the revised Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted."

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

"RESOLVED THAT the revised Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021 and the Report of the Auditors thereon, be and are hereby received and adopted."

Re-appointment of Director retiring by rotation

3. To re-appoint Mr. Vellayan Subbiah, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Adoption of revised Financial Statements for the financial year 2019-20 pursuant to section 131 of the Companies Act, 2013

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

"RESOLVED THAT the revised Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2020 and the Report of the Auditors' thereon, be and are hereby received and adopted."

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

"RESOLVED THAT the revised Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020 and the Report of the Auditors' thereon, be and are hereby received and adopted."

Ratification of remuneration payable to Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 7,00,000/- (Rupees Seven Lakhs Only) plus taxes as applicable and reimbursement of out-of-pocket expenses, to conduct the audit of cost records of the Company for the financial year ending 31 March 2022, 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

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 31 December 2021

NOTES:

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

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021 and 19/2021 dated 8 April 2020, 13 April 2020, 5 May 2020, 15 June 2020, 28 September 2020, 31 December 2020, 13 January 2021 and 08 December 2021 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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars') and in line with the approval granted by Hon'ble National Company Law Tribunal extending the time for holding AGM till 31 March 2022 vide order dated 03 December 2021 and in compliance with the provisions of the Companies Act 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the 84th Annual General Meeting of the Company ('AGM' or 'Meeting') is being conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, which does not require physical presence of members at a common venue. Hence, Members are requested to attend and participate at the ensuing AGM through VC / OAVM facility being provided by the Company through National Securities Depository Limited ('NSDL').

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

(b) Quorum:

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time of start of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors of the Company, who are allowed to attend the AGM without restriction on account of first come first served basis.

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

(c) Proxy(ies):

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(d) Explanatory Statement:

An Explanatory Statement as per Section 102 of the Act in respect of the businesses under Item Nos. 1, 2, 4, 5 and 6 of this Notice, proposed to be transacted at the AGM and relevant information with respect to Director seeking appointment at the Meeting under Item No. 3 of this Notice respectively, as required under Regulation 36 of the SEBI LODR and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to this Notice.

(e) Corporate Representations:

Pursuant to the provisions of Section 113 of the Act, Body Corporate Members who intend their authorised representative(s) to attend the AGM are requested to send, to the Company, a certified copy of the Resolution of its Board of Directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the AGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to acs.pmehta@gmail.com with a copy marked to investorservices@cgglobal.com.

(f) Queries:

Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id and mobile number at investorservices@cgglobal.com. Questions/ queries received by the Company till Friday, 28 January 2022 shall only be considered and responded during the AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to investorservices@cgglobal.com any time before 05:00 p.m. (IST) on Friday, 28 January 2022, mentioning their name, demat account number/folio number, email id and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting.

(g) Unclaimed/Unpaid Dividends and Shares:

During the financial year 2020-21, in terms of the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ("IEPF Rules"), the dividend(s) which have remained unclaimed/unpaid for a period of 7 (seven) consecutive years and the corresponding equity shares have been transferred to the Investor Education and Protection Fund ("IEPF") respectively. The Members / claimants whose shares, have been transferred to IEPF, may claim the shares/dividend amount by making an application to IEPF Authority in webform IEPF 5 (available on <http://www.iepf.gov.in/>). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

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

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

Date of declaration of dividend	Due date for transfer to the IEPF
3 February 2015	2 March 2022

Pursuant to the IEPF Rules, the Company has uploaded details of unpaid and unclaimed dividend amount(s) lying with the Company, as on 19 October 2020 (date of previous Annual General Meeting) in the Investors section on the website of the Company www.cggglobal.com and also on the website of the IEPF Authority www.iepf.gov.in. Members are requested to visit the website of the Company and/or IEPF Authority to check the status of their unpaid/ unclaimed dividends and shares and are requested to contact Datamatics Business Solutions Limited, the Registrar and Share Transfer Agent of the Company ("RTA"), by email at cginvestors@datamaticsbpm.com, to claim the same.

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

In terms of sections 101 and 136 of the Act, read with rules made thereunder and Regulation 36 of the SEBI LODR as amended from time to time, the listed companies may send the Annual Report and the Notice of AGM through electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circulars, electronic copy of the Notice of 84th AGM along with the Annual Report for Financial Year 2020-21 is being sent to all the Members whose e-mail addresses are registered with the Company/ RTA/Depository Participant(s).

The Members may also note that the Annual Report and the Notice of the AGM will also be available on the Company's website www.cggglobal.com and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited) and also on the website of NSDL at www.evoting.nsdl.com for download. Members may note that relevant documents referred in the Notice and other documents as required under applicable laws shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at investorservices@cggglobal.com.

For members who have not received the Notice of 84th AGM along with the Annual Report for Financial Year 2020-21 due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participant(s), they may request for the said Notice and Annual Report, by sending an email at cginvestors@datamaticsbpm.com or investorservices@cggglobal.com. Post receipt of such request and verification of details of the shareholder, the shareholder would be provided soft copy of the said Notice and Annual Report. It is clarified that for registration of email address, the shareholders are however requested to follow due procedure for registering their e-mail address with the Company/ RTA in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/ RTA/ Company to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

The Members who have not received any communication regarding this AGM for any reason whatsoever, and are eligible to vote, are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting the Company's Registrar & Share Transfer Agent, Datamatics Business Solutions Limited at Tel No.022-6671 2001 to 6671 2006 or e-mail at cginvestors@datamaticsbpm.com between 09:00 a.m. to 5:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at investorservices@cggglobal.com or NSDL at evoting@nsdl.co.in.

Any person becoming the Member of the Company after the dispatch of Notice of the AGM and holding shares as on the cut-off date 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.cggglobal.com and the website of NSDL www.evoting.nsdl.com. Alternatively, Member may send request providing their email address, mobile number and self-attested PAN copy via email to cginvestors@datamaticsbpm.com for obtaining the Notice of 84th AGM and Annual Report.

(i) Scrutinizer:

The Board of Directors, at its meeting held on Friday, 31 December 2021, has appointed Mr. Prashant S. Mehta (Membership No ACS 5814), Proprietor of M/s. P. Mehta & Associates., Practising Company Secretaries (C.P. No. 17341), as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman/ Managing Director /Company Secretary of the Company after completion of the scrutiny of the remote e-voting and e-voting at the AGM. The results will be announced by the Chairman/Managing Director/Company Secretary of the Company within 2 (two) working days from the conclusion of the AGM and will be posted on the Company's website viz. www.cgglobal.com and will also be posted on the website of NSDL at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges where the securities of the Company are listed.

(j) Electronic voting:

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of SEBI LODR, and SS-2, the Company is providing remote e-voting facility to enable members to cast their votes electronically on the matters as set forth 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 Monday, 24 January 2022. The remote e-voting period will commence on Thursday, 27 January 2022 at 9:00 a.m. (IST) and end on Sunday, 30 January 2022 at 5:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter.

The Resolutions set out in this Notice will be deemed to have been passed on the date of the AGM, if approved by the requisite majority.

Only those members whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Monday, 24 January 2022, shall be entitled to cast their vote through remote e-voting or voting through VC /OAVM at the AGM, as the case may be. A person who is not a member on the cut-off date should treat this Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM, may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered 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 being Monday, 24 January 2022.

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

The Company's Registrar & Share Transfer ('RTA') is Datamatics Business Solutions Limited ('DBSL'). In addition to the RTA, our Corporate Secretarial Department is happy to assist in case of any difficulties being experienced by the Members in their interaction with DBSL. For any communication, the Shareholders may send an e-mail to the Company's Secretarial Department at investorservices@cgglobal.com.

Address and details for correspondence with DBSL and the Secretarial Department are provided in the section titled 'Report on Corporate Governance' in the 84th Annual Report for Financial Year 2020-21 accompanying this Notice.

(m) Route Map:

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

(n) Dematerialization of Shares:

Attention is drawn to Regulation 40 of SEBI LODR which has mandated that transfer of securities would be carried out only in dematerialized form.

Members are therefore requested to dematerialize their physical holdings. For any clarification, assistance or information relating to dematerialization of Company's shares, please contact the Company's RTA, DBSL at Tel No.022- 6671 2001 to 6671 2006 or e-mail at cginvestors@datamaticsbpm.com.

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

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 31 December 2021

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

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

Item No. 1, 2, 4 & 5

Pursuant to a petition filed by the Ministry of Corporate Affairs ('MCA') under Section 130 of the Act, the National Company Law Tribunal, Mumbai Bench ('NCLT'), has through its order dated 5 March 2020, allowed the re-opening of books of accounts of the Company and its subsidiary companies for the past five financial years up to 31 March 2019. Accordingly, MCA vide its letter dated 1 February 2021, appointed (a) M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, for the purpose of re-opening the books of accounts and re-casting the financial statements of the Company and its subsidiaries for the said five financial years and (b) C N K & Associates LLP, Chartered Accountants, for the purpose of auditing the re-opened and recast accounts.

The recast accounts so audited were placed before the Board on 9 September 2021 and the Board approved its submission to Regional Director (West), Ministry of Corporate Affairs. The Regional Director submitted the said restated financial statements before Hon'ble NCLT and the Hon'ble NCLT vide its Order dated 26 October 2021, directed that the same be taken on record so that the same may be treated as final. The recast accounts have since been taken on record by the Registrar of Companies, Mumbai.

The Board of Directors of the Company had approved the financial statement for financial year ended 31 March 2021 on 11 June 2021 and the results were submitted to the Stock Exchanges on 11 June 2021. The financial statements of the Company for the financial year ended 2019-20 were earlier approved and adopted by the Shareholders of the Company at the 83rd Annual General Meeting of the Company held on 19 October 2020. However, considering that closing balances in the recast financial statements of the Company for the financial year ended 31 March 2019 will have to be carried forward as opening balances for the financial year 2019-20, the financial statements of the Company for the financial year 2019-20 and 2020-21 required to be changed to give effect to consequential changes as stated above. In view of the above, Company made an application before the Hon'ble NCLT for voluntary revision of the financial statements of the Company for the financial years 2019-20 and 2020-21 in order to maintain the consistency with the re-casted books of accounts of the financial year 2018-19 under Section 131 of the Act.

The Hon'ble NCLT, vide its order dated 22 December 2021, approved the voluntary revision of financial statements of the Company for financial years 2019-20 and 2020-21. Accordingly, the financial statements of the Company for the year ended 31 March 2020 and 31 March 2021 were revised. For conducting the audit of the accounts of the financial year 2019-20, M/s. C N K & Associates LLP, Chartered Accountants, carried out the audit for the financial year 2019-20. For the financial year 2020-21, the existing Statutory Auditors of the Company, M/s. S R B C & Co. LLP, Chartered Accountants, have carried out the audit. The said revised audited accounts for both the financial years 2019-20 and 2020-21 were approved by the Board of Directors of the Company at its meeting held on 31 December 2021.

For further details, kindly refer to both standalone and consolidated revised financial statement for the year ended 31 March 2021 in the accompanying 84th Annual Report.

The revised financial statements for the financial year 2019-20 is given in a separate section, which forms part of the 84th Annual Report.

The Company is now seeking approval of the Members for the revised financial statements for the year 2019-20 and 2020-21 prepared pursuant to the said order of NCLT dated 22 December 2021.

Though the resolutions for adopting the revised financial statements for the year 2020-21 are at Item Nos.1 and 2 under the head "Ordinary Business" and the resolutions for adopting the revised financial statements for the year 2019-20 are at Item Nos.4 and 5 under the head "Special Business", when these resolutions are approved by the Members, the resolutions approving the revised financial statements for the year 2019-20 shall be deemed to have been approved first, followed by the resolutions approving the revised financial statements for the year 2020-21.

The Board of Directors recommend to the Members of the Company to consider and adopt the revised financial statements for the Financial Years 2019-20 and 2020-21.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, have at their Meeting held on 09 September 2021, 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 2022 at a remuneration of ₹ 7,00,000/- (Rupees Seven Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of this Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending 31 March 2022.

The Board of Directors recommends the Ordinary Resolution at Item No. 6 for approval of the Members.

Except to the extent of their shareholding in the Company, if any, none of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the accompanying Notice.

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

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 31 December 2021

**ANNEXURE TO ITEM NO. 3 OF THE NOTICE CONVENING THE
84TH ANNUAL GENERAL MEETING OF THE COMPANY**

Details of Director seeking re-appointment at the 84th 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 as an Additional Director
Age	52 years
Qualifications	Bachelor of Technology in Civil Engineering from IIT Madras Master's in Business Administration from the University of Michigan
Capacity	Non-Executive Non-Independent Director
Experience and expertise in Specific Functional Areas	He has over 24 years of work experience in consulting, technology and financial services.
List of Directorships held in other Companies	
<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 • CG Power Americas, LLC • QEI, LLC 	
Membership/ Chairmanship in the Committees of the Boards of companies in which he is a Director	
CG Power and Industrial Solutions Limited <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 Tube Investments of India Limited <ul style="list-style-type: none"> • Stakeholders' Relationship Committee – Member • Shares and Debentures Committee – Member • Loans Committee – Member Cholamandalam Investment and Finance Company Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Chairman • IT Strategy Committee – Member • Nomination and Remuneration Committee – Member • Business Committee – Chairman SRF Limited <ul style="list-style-type: none"> • Audit Committee – Member 	

Terms and Conditions of appointment/ re-appointment	Appointment as a Non-Executive Non-Independent Director subject to retirement by rotation
Details of remuneration sought to be paid	Entitled to sitting fees for attending meetings of the Board/Committees and commission as per the limits set out in the Act.
Last drawn remuneration	Not Applicable. Only sitting fees paid. Kindly refer the section titled 'Report on Corporate Governance' of the 84 th Annual Report of the Company accompanying this Notice.
Number of meetings of Board attended during the year	Attended all the 12 Board Meetings that were held after his appointment i.e. 26 November 2020 till the date of the Notice.
Number of shares held in the Company	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

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

P Varadarajan
Company Secretary
Membership No. ACS 8237

Mumbai, 31 December 2021

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE 84TH ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, 27 January 2022 at 9:00 a.m. (IST) and end on Sunday, 30 January 2022 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Member, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 24 January 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 24 January 2022.

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

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

Step 1: Access to NSDL e-voting system

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

In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. 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">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.2. If the user is 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.jsp3. 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 options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

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

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

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

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

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

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. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password,' you need to enter the 'initial password' and the system will mandatorily required you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

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

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

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

The instructions for Members for e-voting on the day of the AGM are as under:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.