



“Striving to enrich power”

COSPOWER ENGINEERING LIMITED

CIN: L31908MH2010PLC208016

Regd. Office Address : H.No 940, S.No. 134/17A, Pazar Talao Road, Chandrapada, Vaki Pada, Juchandra, Naigaon (East), Thane 401208.

Tel : 91-7208846002 Email : cs@cel.net.in Website: www.cel.net.in

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (“EOGM”) of the Members of **COSPOWER ENGINEERING LIMITED** (“the Company”) will be held on MONDAY, MARCH 3, 2025 at 11.30 AM (IST) at the Registered office of the Company at H. No 940, S.No. 134/17A, Pazar Talao Road, Chandrapada, Vaki Pada, Juchandra, Naigaon (East), Thane - 401208 to transact the following businesses:

SPECIAL BUSINESS

1. To consider and Increase in Authorised Share Capital of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹1,50,00,000 (Rupees One Crore Fifty Lakhs only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each to ₹1,75,00,000 (Rupees One Crore Seventy-Five Lakhs Only) divided into 17,50,000 (Seventeen Lakhs Fifty

Thousand) Equity Shares of ₹10/- (Rupees Ten only) each, by the creation of additional 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten only) each, with the rights, privileges, and conditions attached thereto as per the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Sections 13, 61, and 64 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to the consent of the members of the Company, the consent of the Board of Directors be and is hereby accorded for the alteration of Clause V(a) of the Memorandum of Association of the Company by substituting it with the following:

“V.(a) The Authorised Share Capital of the Company is ₹1,75,00,000 (Rupees One Crore Seventy-Five Lakhs only) divided into 17,50,000 (Seventeen Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT the Directors and/or any officer(s) of the Company, as may be authorised by the Board, be and are hereby empowered to take all necessary actions, sign relevant documents, and complete all necessary formalities, including filing necessary forms with the Registrar of Companies and other statutory authorities, to give effect to this resolution.”

2. **To approve the issuance of Equity Shares for cash consideration on Preferential Basis to identified investors:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the “**Act**”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI SAST Regulations**”) and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“**SEBI**”) and/ or the stock exchange where the equity shares of the Company are listed and (iii) the listing agreement in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited, (SME platform) (“**BSE**”), the “**Stock Exchange**”) on which the

equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each (“**Equity Shares**”) are listed (iv) in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), the SEBI, or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 150,000 (One Lacs Fifty Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at a price of INR.540/- (Rupees Five Hundred and Fifty Only) per equity share (including premium of INR 530/- per Equity share), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating to INR 8,10,00,000/- (Indian Rupees Eight Crores Ten Lacs Only), to the Proposed allottees as listed in the table below (“**Proposed Allottees**”), who are not the promoter(s) and does not belong to the promoter(s) and the promoter group of the Company, as per the particulars of the allottees set out below, by way of a preferential issue on a private placement basis, for cash consideration, in accordance with the SEBI ICDR Regulations, the Act, and other applicable laws and regulations :

Sr. No.	Name of the proposed allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Total consideration amount in Rupees
1	Satvik Gunda	(Non – promoter) Individual- Resident	1,02,500	5,53,50,000/-
2	Prashanthi Kalakuntla	Non – promoter) Individual- Resident	9500	51,30,000/-
3	Aarthi A Singavi	Non – promoter) Individual- Resident	9500	51,30,000/-

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4	Sudhir Kumar Shambana	Non – promoter) Individual- Non Resident	9500	51,30,000/-
5	Rajesh Kumar Sodhani	Non – promoter) Individual- Resident	9500	51,30,000/-
6	Sanket Mahendra Dani	Non – promoter) Individual- Resident	9500	51,30,000/-
	Total		1,50,000	8,10,00,000/-

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as **Saturday, February 1, 2025**, being the date that is 30 days prior to the date of the EOGM i.e., Monday, March 3, 2025.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Proposed Allottees by way of the Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- (a) The allotment of the Equity Shares shall only be made in dematerialized form;
- (b) The Proposed Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment of the Equity Shares;
- (c) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees;
- (d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.
- (e) The Equity Shares to be allotted to the Proposed Allottees shall rank pari passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- (f) The Equity Shares to be allotted shall be subject to applicable lock-in requirements for such period in accordance with the Chapter V of the SEBI ICDR Regulations and applicable SEBI Regulations and guidelines in this regard;
- (g) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of the members of the Company approving the Preferential Allotment by way of a Special Resolution or such

other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time or where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time ;

- (h) The Equity Shares so offered, issued and allotted will be listed on the BSE SME platform and, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and the name of investor be recorded for the issue of invitation to subscribe to the Equity Shares of the Company and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offer be recorded in the Form PAS-5 for the issue of invitation to subscribe to the Equity Shares of the Company.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this preferential issue on a private placement basis shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any

changes to the form, terms and timing of the Preferential Allotment, and the number of equity shares to be allotted to the Proposed Allottees; (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of the Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, **RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. To approve the issuance of Equity Shares on a Preferential Basis to the promoters of the Company towards conversion of loan into Equity :

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the “Act”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI SAST Regulations”) and subject to

other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchange where the equity shares of the Company are listed and (iii) the listing agreement in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited, (SME platform) (“BSE”), the “Stock Exchange” on which the equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each (“Equity Shares”) are listed (iv) in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the SEBI, or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 34,000 (Thirty Four Thousand) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each to the Promoters of the Company viz. Mr. Oswald Dsouza and Mr. Felix Kadam, towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs.1,83,60,000/- (Rupees One Crore Eighty Three Lacs Sixty Thousand Only) at an Issue Price of Rs. 540/- (Five Hundred and Forty only) each on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the proposed allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Aggregate amount in Rupees
1	Mr. Oswald D'souza	Promoters (Individual-Resident)	17,000	91,80,000/-
2	Mr. Felix Kadam	Promoters (Individual-Resident)	17,000	91,80,000/-
	Total		34,000	1,83,60,000/-

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as **Saturday, February 1, 2025**, being the date that is 30 days prior to the date of the EOGM i.e., Monday, March 3, 2025.

- (a) The allotment of the Equity Shares shall only be made in dematerialized form;
- (b) The equity shares shall be issued and allotted to the proposed allottees in consideration of the conversion of their outstanding loans into equity shares.
- (c) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.
- (d) The Equity Shares to be allotted to the Proposed Allottees shall rank pari passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- (e) The Equity Shares to be allotted shall be subject to applicable lock-in requirements for such period in accordance with the Chapter V of the SEBI ICDR Regulations and applicable SEBI Regulations and guidelines in this regard;
- (f) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of the members of the Company approving the Preferential Allotment by way of a Special Resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time or where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time ;
- (g) The Equity Shares so offered, issued and allotted will be listed on the BSE SME platform and, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof. **RESOLVED FURTHER THAT** subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole

and absolute discretion deem fit within the scope of this approval of Members, and expedient and the name of investor be recorded for the issue of invitation to subscribe to the Equity Shares of the Company and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offer be recorded in the Form PAS-5 for the issue of invitation to subscribe to the Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of equity shares to be allotted to the Proposed Allottees; (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of the Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws,

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

COSPOWER ENGINEERING LIMITED

**By order of Board of Directors
For Cospower Engineering Limited**

**Place : Naigaon, Thane
Date : 01.02.2025**

Registered Office:

H.No 940, S.No. 134/17A,
Pazar Talao Road Chandrapada,
Vaki Pada, Juchandra,
Naigaon (East),
Thane 401208

**Sd/-
Oswald Rosario D'Souza
Whole Time Director
DIN : 02711251**

NOTES :

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item nos. 1 to 3 set above are annexed to this Notice.
2. In compliance with the MCA and SEBI Circulars, this Extra-Ordinary General Meeting (EOGM) Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, January 31, 2025 received from the Depositories and whose e-mail address is registered with the Company/Registrar and Transfer Agent / Depository Participants / Depositories.
3. This Extra-Ordinary General meeting Notice will also be available on the Company’s website at www.cel.net.in, website of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. Valuation report of registered valuer as mentioned in this notice is available on Website of the company at www.cel.net.in in investor section of website.
5. All the relevant documents relating to Notice EOGM shall be available for inspection of the members during the working till date of EOGM.
6. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a member. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
7. PROXY: A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:
 - a. it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government Gazetted officers or any officer of a Nationalized Bank;

- b. it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 11.30 a.m. on Saturday, March 1, 2025, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent;
8. Members / proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his identity at the time of attending the meeting;
9. Every member entitled to vote at the Extra-ordinary General Meeting of the Company can inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Extra-ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company;
10. CORPORATE MEMBERS: Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the EGM on email id: cs@cel.net.in of the Company
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company 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.
12. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.

Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
13. VOTING THROUGH ELECTRONIC MEANS I.E. E-VOTING: a. In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended and Regulation 44 of LODR Regulations read with SEBI circular dated 9th December, 2020, the Company is providing remote e-voting facility to

those members whose names appear in the register of members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on February 25, 2025 being the “cut-off date” fixed for the purpose, to exercise their right to vote at General Meeting by electronic means. Members may transact the business through e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only;

14. The e-voting period commences on Thursday, February 27, 2025 (9:00 AM IST) and ends on Sunday, March 2, 2025 (5:00 PM IST). During the e-voting period, members of the Company, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting after **5:00 PM IST Sunday, March 2, 2025**. Once the vote on a resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again.
15. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.
16. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
17. 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.: to the Registrar & Share Transfer Agent of the Company, Bigshare Services Private Limited, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Ph: - 8069219060; Fax: - 02262638200 For shares held in electronic form: to their Depository Participants (DPs).
18. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company’s Registrar & Share Transfer Agents, at the address mentioned below:
19. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

20. The Scrutinizer shall, after the conclusion of the electronic voting during the EGM, assess the votes cast during the meeting through physical ballot paper, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Meeting.
21. The Board of Directors has appointed Mr. Vishal N. Manseta, a Practicing Company Secretary (Membership No.:A25183, CO. No. 8981), as Scrutinizer, to scrutinize the Remote e-voting process and ballot voting during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
22. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company (www.cel.net) and will also be submitted to BSE Limited within the prescribed time. Further, the resolution(s), if passed by requisite majority, shall be deemed to be passed on the date of EGM.
23. **REMOTE E-VOTING:** The manner of remote e-voting by (1) individual Members holding shares of the Company in demat mode, (2) Members (other than individuals holding shares of the Company in demat mode) and Members holding shares of the Company in physical mode, and (3) Members who have not registered their e-mail address are provided hereinbelow:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, February 27, 2025 at 9:00 A.M. and ends on Sunday, March 2, 2025 at 5:00 P.M. 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. 25th February 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 25th February 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 NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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"> <li data-bbox="623 462 1789 808">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="623 841 1789 1122">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. <li data-bbox="623 1154 1789 1208">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 & 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for e-Voting 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 force you to change your password.
- c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vishal_manseta@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In

such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to contact@cel.net.in .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to contact@cel.net.in . 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

As required under Section 102(1) of the Companies Act, 2013, as amended (the “Act”), the following statements sets out all the material facts relating to the special business mentioned under Item Nos. 1 to 3 of this Notice of the Extra-Ordinary General Meeting (EOGM).

ITEM NO. 1:

The proposed allotment of Securities contemplated in the resolutions at Item No. 2 and 3 will result in increase in paid-up capital of the Company. The present Authorized Share Capital of the Company is not sufficient to accommodate the proposed allotments, therefore, the Board of Directors propose to increase the Authorised Share Capital of the Company from ₹1,50,00,000 (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each to ₹1,75,00,000 (Rupees One Crore Seventy-Five Lakhs only) divided into 17,50,000 (Seventeen Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten only) each, by the creation of additional 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten only) each to accommodate the proposed issue of Securities. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum and Articles of Association of the Company. It is, therefore proposed to alter the Memorandum of Association and Articles of Association of the Company, pursuant to Section 13 and Section 14 of the

Companies Act, 2013 respectively. Therefore, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

None of the Director(s) and/or Key Managerial Personnel(s) of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 01.

ITEM NO. 2

As required under Section 102(1) of the Companies Act, 2013, as amended (the “**Act**”), the following statement sets out all the material facts relating to the special business mentioned under Item No. 02 of this Notice.

The Board of Directors of the Company (“Board”) at their meeting held on February 1, 2025, inter-alia approved raising of funds aggregating upto Rs. 8,10,00,000/- (Rupees Eight Crores Ten Lacs only) by way of issuance of upto 150,000 (One Lacs Fifty Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at a price of INR.540/- (Rupees Five Hundred and Fifty Only) per equity share (including premium of INR 530/- each) payable in cash to identified investors by way of a preferential issue through private placement offer (the “Preferential Issue”).

The Proposed Allottees that have agreed to subscribe to the proposed preferential issue, have confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”).

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Object(s) of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

- i. The Company shall utilise at least 75% of the proceeds from the Preferential issue (after adjustment of expenses related to the Preferential issue, if any) (“Net Proceeds”) i.e., an amount aggregating to atleast Rs.7,10,00,000 (Rupees Seven Crores Ten Lacs Only) towards funding of business Expansion and working capital requirements of the Company in accordance with applicable laws;
- ii. Further an amount upto Rs. 1,00,00,000/- (Rupees One Crores Only) will be utilised for general corporate purpose which shall not exceed 25% of the total proceeds and meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”).

(collectively referred as the “**Objects**”)

Utilization of Net Proceeds

The broad range of intended use of the Net Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Amount in Rupees)	Tentative timelines for utilization of Net Proceeds from the date of receipt of funds
1.	Funding Expansion	2,60,00,000.00	5-6 Months
2	Working capital	4,50,00,000.00	6-9 Months
4	General Corporate purpose	1,00,00,000.00	6-9 Months
	Total	8,10,00,000.00	

While the amounts proposed to be utilized against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances and the business and investments prospects and opportunities as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of / various factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to (i) funds utilised for GCP not exceeding 25% of the proceeds from the Preferential Issue, as stated above; and (ii) compliance with the applicable laws.

Interim Use of Issue Proceeds

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

Monitoring of utilisation of funds

Given that the issue size does not exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the appointment of monitoring agency is not applicable to the Company .

2. Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate up to 150,000 (One Lakh Fifty Thousand) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs.540/- (Rupees Five Hundred Forty Only) each (including a premium of Rs. 530/- (Rupees Five Hundred and Thirty Only).

3. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum of Rs.8,10,00,000/- (Rupees Eight Crores Ten Lacs only) by way of issuance of upto 150,000 (One Lacs Fifty Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at a price of INR.540/- on preferential basis.

4. Issue Price:

The Company proposes to offer, issue and allot upto 150,000 (One Lacs Fifty Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at an issue price of Rs. 540/- (Rupees Five Hundred and Forty Only) (including a premium of Rs. 530/- (Rupees Five Hundred and Thirty Only) per Equity Share which is not less than the floor price determined

in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. 6 below in respect of the basis of determining the price of the Preferential Issue.

5. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Saturday, February 1, 2025, being the date that is 30 days prior to the date of the EOGM i.e., Monday, March 3, 2025.

6. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchange BSE Limited (“**BSE**”) SME platform and are frequently traded in accordance with the SEBI ICDR Regulations.

The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date, which is Rs.513.18 per equity share; OR
- b. The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date, which is Rs. Nil per equity share;

OR

- c. Price determined through the valuation report from an independent registered valuer:

In this regard, pursuant to Regulation 166A, the Company has obtained a valuation report from Mr. Ram Naresh Gupta, Independent Registered Valuer (IBBI Registration No 05/2018/10188), having address office No F 285 , 1st Floor, Dreams The Mall , Lbs Marg Bahndup West , Mumbai City , Maharashtra - 400078 (“Valuation Report”) and the price determined by such independent registered valuer, in the Valuation Report, is Rs. 536.58 (Rupees Five hundred Thirty Six and Fifty Eight paise only) per Equity Share as the proposed preferential issue may result in a change of more than five per cent of the post issue fully diluted share capital of the Company, The Valuation Report is available on the website of the Company, at the following link – www.cel.net.in

- d. Floor price determined in accordance with the provisions of the Articles of Association of the Company; The Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.
- e. The certificate dated February, 1 2025 of Mr. Vishal N. Manseta, Practicing Company Secretary certifying compliance of the Issue Price for the proposed Preferential Issue of the Company with the pricing formula prescribed under Chapter V of SEBI ICDR Regulations, will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and is accessible at link -www.cel.net.in.
- f. The issue price of Rs. 540/- (Rupees Five Hundred and Forty Only) per Equity Share approved by the Board is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue at item no. 2 of the notice. Further, no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects.

8. Class or Classes of persons to whom the allotment is proposed to be made.

The Equity Shares shall be issued and allotted to the investor belonging to the Non-promoter Category as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Total Amount (in Rs.)
1.	Satvik Gunda	Non-promoter	1,02,500	5,53,50,000/-
2.	Prashanthi Kalakuntla	Non-promoter	9500	51,30,000/-

COSPOWER ENGINEERING LIMITED

3.	Aarthi A Singavi	Non-promoter	9500	51,30,000/-
4.	Sudhir Kumar Shambana	Non-promoter	9500	51,30,000/-
5.	Rajesh Kumar Sodhani	Non-promoter	9500	51,30,000/-
6.	Sanket Mahendra Dani	Non-promoter	9500	51,30,000/-
Total			150,000	8,10,00,000/-

9. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove):

Pre and Post Shareholding of the Proposed Allottees after the Preferential Issue*							
Sr. No.	Name of the Proposed Allottees	Category	Pre-issue holding (No. of shares)	Pre-issue % holding	No. of Equity shares to be allotted	Post-issue holding (No. of shares)	Post-issue % holding
1.	Satvik Gunda	Non promoter (Resident) –	Nil	Nil	1,02,500	1,02,500	6.09
2.	Prashanthi Kalakuntla	Non promoter (Resident) –	Nil	Nil	9500	9500	0.56
3.	Aarathi A Singavi	Non promoter (Resident) –	Nil	Nil	9500	9500	0.56
4.	Sudhir Kumar Shambana	Non promoter (Non Resident) –	Nil	Nil	9500	9500	0.56
5.	Rajesh Kumar Sodhani	Non promoter (Resident) –	Nil	Nil	9500	9500	0.56
6.	Sanket Mahendra Dani	Non promoter (Resident) –	Nil	Nil	9500	9500	0.56
<p>The shareholding pattern in the above table has been prepared based on the shareholding as on January 24, 2025. It is assumed that shareholding of the Company in all other categories will remain unchanged and proposed allottees (Identified investors and Promoters) shall fully subscribed to the offer and issue as mentioned hereinabove, subject to necessary approval.</p>							

10. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares to the Proposed Allottees on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

11. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre-issue shareholding pattern as on **Friday, January 24, 2025** and the post-issue shareholding pattern (considering full allotment of shares on preferential basis as mentioned in Item No. 2 and 3) of the Company is provided as “**Annexure- A**” to the Notice.

12. Lock-in Period:

The equity shares proposed to be allotted pursuant to the Preferential Allotment and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees, if any shall be subject to lock-in as per the requirement of Chapter V of the SEBI ICDR Regulations.

13. Identity of the natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control the proposed allottees:

The Company intends to issue shares to individual investors who are the ultimate beneficial owners of Equity shares as specified herein above and under item no. 2 of the notice, hence identity of the natural persons is not applicable.

14. Certificate from a Practicing Company Secretary:

The Certificate issued by Mr. Vishal N. Manseta, a Practicing Company Secretary (Membership No.:A25183, CO. No. 8981, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and is accessible at link: www.cel.net.in.

15. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year:

17. The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter.

The proposed Allottees are the promoters of the Company. Such status shall remain the same post the Preferential Issue.

18. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not Applicable, as the Preferential issue will be undertaken for cash consideration.

19. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the BSE Limited, SME platform, shall rank *pari passu* with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

20. Listing:

The Company shall make an application to the BSE Limited, SME platform on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank *pari-passu* with the then existing equity shares of the Company in all respects, including dividend.

21. Principle terms of assets charged as securities:

Not applicable.

22. Other Disclosures:

- a. The Proposed Allottees have confirmed that it has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- d. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- e. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.
- g. The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations.*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the Proposed Allottees.

*Since the Equity Shares are listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

None of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to the extent to their shareholding (if any) in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for approval of the Members.

ITEM NO. 3

As required under Section 102(1) of the Companies Act, 2013, as amended (the “Act”), the following statement sets out all the material facts relating to the special business mentioned under Item No. 03 of this Notice.

The Board of Directors of the Company (“Board”) at their meeting held on February 1, 2025, inter-alia approved issuance of upto 34,000 (Thirty Four Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at a price of INR.540/- (Rupees Five Hundred and Forty Only) per equity share (including premium of INR 530/- each) towards conversion of outstanding loan amount to the extent of Rs.1,83,60,000/- (One Crores Eighty Three Lacs Sixty Thousand) to the promoters of the Company viz. Mr. Oswald Dsouza and Mr. Felix Kadam, by way of a preferential issue through private placement offer (the “Preferential Issue”).

The Promoters have extended loans to the Company from time to time and the Company proposes to convert outstanding loans of Rs.1,83,60,000/- (One Crores Eighty Three Lacs Sixty Thousand only) into Equity Shares.

The Proposed Allottees that have agreed to subscribe to the proposed preferential issue, have confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”).

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity shares to the Proposed Allottees at item no.3 of the notice, in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Object(s) of the Preferential Issue:

The Company has received Unsecured Loans from its Promoters and Company proposes to issue Equity Shares on preferential basis in order to restructure / convert the said unsecured loans held in the names of proposed allottees viz. Mr. Oswald Dsouza and Mr. Felix Kadam, to the extent of Rs. 1,83,60,000/- (One Crores Eighty Three Lacs Sixty Thousand Only) and to strengthen the Capital structure of the Company. The promoters of the Company / the proposed allottees have requested the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company in to Equity Shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

Schedule of implementation and Deployment of Funds. Since present preferential issue is pursuant to conversion of loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore the outstanding loans as above is proposed to be converted into equity shares, subject to grant of shareholder’s approval along with regulatory approvals.

Interim Use of Proceeds Not applicable as the said issue is pursuant to conversion of loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

2. Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate up to 34,000 (Thirty Four Thousand) fully paid-up equity shares of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 540/- (Rupees Five Hundred and Forty Only) (including a premium of Rs. 530/-) per Equity Share.

3. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company proposed to issue 34,000 (Thirty Four Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at a price of INR.540/- (Rupees Hundred and Forty Only) on preferential basis aggregating Rs.1,83,60,000/- (One Crores Eighty Three Lacs Sixty Thousand Only) towards conversion of outstanding loan granted by the proposed allottees.

4. Issue Price:

The Company proposes to offer, issue and allot upto 34,000 (Thirty Four Thousand) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each at an issue price of Rs. 540/- (Rupees Hundred and Forty Only) (including a premium of Rs. 530/- (Rupees Five Hundred and Thirty Only) per Equity Share which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. 6 below in respect of the basis of determining the price of the Preferential Issue.

5. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Saturday, February 1, 2025, being the date that is 30 days prior to the date of the EOGM i.e., Monday, March 3, 2025.

6. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchange BSE Limited (“**BSE**”) SME platform and are frequently traded in accordance with the SEBI ICDR Regulations.

The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- i) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date, which is Rs.513.18 per equity share;

OR

- ii) The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date, which is Rs. Nil per equity share;

OR

- iii) Price determined through the valuation report from an independent registered valuer:

In this regard, pursuant to Regulation 166A, the Company has obtained a valuation report from Mr. Ram Naresh Gupta, Independent Registered Valuer (IBBI Registration No 05/2018/10188),), having address office No F 285 , 1st Floor, Dreams The Mall , Lbs Marg Bahndup West , Mumbai City , Maharashtra - 400078 (“Valuation Report”) and the price determined by such independent registered valuer, in the Valuation Report, is Rs. 536.58 (Rupees Five hundred Thirty Six and Fifty Eight paise only) per Equity Share as the proposed preferential issue may result in a change of more than five per cent of the post issue fully diluted share capital of the Company, The Valuation Report is available on the website of the Company, at the following link – www.cel.net.in

- iv) Floor price determined in accordance with the provisions of the Articles of Association of the Company; The Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.
- v) The certificate dated February, 1 2025 of Mr. Vishal N. Manseta, Practicing Company Secretary certifying compliance of the Issue Price for the proposed Preferential Issue of the Company with the pricing formula prescribed under Chapter V of SEBI ICDR Regulations, will be made available for inspection by the members during the Meeting and will also be made available on the Company’s website and is accessible at link www.cel.net.in.
- vi) The price of Rs. 540/- (Rupees Five Hundred and Forty Only) (Rupees Only) per Equity Share is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

Mr. Oswald Dsouza and Mr. Felix Kadam the promoters of the Company has intended to subscribe to the Equity shares as proposed in the item no.3 of the notice by way of conversion of outstanding loan granted by them to the Company. Except this

none of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue at item no. 3 of the notice.

8. Class or Classes of persons to whom the allotment is proposed to be made.

The Equity Shares shall be issued and allotted to the investor belonging to the Promoter Category as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Total Amount (in Rs.)
1.	Mr. Oswald Dsouza	Promoter	17,000	91,80,000
2.	Mr. Felix Kadam	Promoter	17,000	91,80,000
Total			34,000	1,83,60,000

9. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove):

<i>Pre and Post Shareholding of the Proposed Allottees after the Preferential Issue*</i>							
<i>Sr. No.</i>	<i>Name of the Proposed Allottees</i>	<i>Category</i>	<i>Pre-issue holding (No. of shares)</i>	<i>Pre-issue % holding</i>	<i>No. of Equity Shares to be allotted</i>	<i>Post-issue holding (No. of shares)</i>	<i>Post-issue % holding</i>
1	Mr. Oswald Dsouza	Promoter	5,33,997	35.60	17,000	550,997	32.72
2	Mr. Felix Kadam	Promoter	5,33,998	35.60	17,000	550,998	32.72
<p><i>The shareholding pattern in the above table has been prepared based on the shareholding as on January 24, 2025. It is assumed that shareholding of the Company in all other categories will remain unchanged and proposed allottees (Identified investors and Promoters) fully subscribed to the offer and issue as mentioned hereinabove, subject to necessary approval.</i></p>							

10. Proposed time frame within which the preferential issue shall be completed :

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares to the Proposed Allottees on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

11. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre-issue shareholding pattern as on **Friday, January 24, 2025** and the post-issue shareholding pattern (considering full allotment of shares on preferential basis as mentioned in Item No. 2 and 3) of the Company is provided as “**Annexure- A**” to the Notice.

12. Lock-in Period:

The equity shares proposed to be allotted pursuant to the Preferential Allotment and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottee, if any shall be subject to lock-in as per the requirement of Chapter V of the SEBI ICDR Regulations.

13. Identity of the natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control the proposed allottee:

The Company proposed to issue shares to individual promoters who are the ultimate beneficial owner under item no. 3 of the notice, hence identity of the natural persons is not applicable.

14. Certificate from a Practicing Company Secretary:

The Certificate issued by Mr. Vishal N. Manseta, a Practicing Company Secretary (Membership No.:A25181, CO. No. 8981), certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and is accessible at link: www.cel.net.in.

15. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year:

17. The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter.

The proposed Allottees are promoters of the Company. Such status shall remain the same post the Preferential Issue.

18. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not Applicable as the Preferential issue will be undertaken against the conversion of outstanding loan granted by the promoters into Equity shares.

19. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the BSE Limited, SME platform, shall rank *pari passu* with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

20. Listing:

The Company shall make an application to the BSE Limited, SME platform on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank *pari-passu* with the then existing equity shares of the Company in all respects, including dividend.

21. Principle terms of assets charged as securities:

Not applicable.

22. Other Disclosures:

- a. The Proposed Allottees have confirmed that it has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.

- b. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- d. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- e. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.
- g. The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations.*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed Allottee within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the Proposed Allottee.

*Since the Equity Shares are listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

Except Mr. Oswald Rosario Dsouza, Whole Time Director, Mr. Felix Shridhar Kadam, Managing Director, Ms. Janet Dsouza, Non Executive and Ms. Christbell Felix Kadam, Non Executive, none of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 3 of this Notice, except to the extent of their shareholding (if any) in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Annexure-A
PRE ISSUE AND POST ISSUE SHAREHOLING PATTERN OF THE COMPANY

Sr. No	Category of shareholders	Pre- Issue Shareholding as on 24-01-2025		Post-Issue Shareholding considering allotment at item no. 2 of the notice		Post-Issue Shareholding considering allotment at item no. 2 & 3 of the notice	
		No. of Shares held	% of Total Shareholding	No. of Shares held	% of Total Shareholding	No. of Shares held	% of Total Shareholding
A.	Promoter and Promoter Group						
1	Indian						
(a)	Individuals/Hindu undivided Family	1,067,999	71.20	1,067,999	64.73	1,101,999	65.44
(b)	Body Corporate	-	-	-	-	-	-
	Shareholding of Promoter and Promoter Group (A)	1,067,999	71.20	1,067,999	64.73	1,101,999	65.44
B	Non-Promoter Holding						
1	Institutions (Domestic)	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-
2	Institutions (Foreign)	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-

COSPOWER ENGINEERING LIMITED

3	Central Government/ State Government(s)						
(a)	Central Government / President of India	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-	-	-
Sub Total (B)(3)		-	-	-	-	-	-
4	Non-institutions						
(a)	Key Managerial Personnel	-	-	-	-	-	-
(b)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	105,500	7.03	105,500	7.03	105,500	6.26
(c)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	322,501	21.50	322,501	21.50	322,501	19.15
	iii. Proposed allottees	-	-	150,000	9.09	150,000	8.91
(d)	Non Resident Indians (NRIs)	2,000	0.13	2,000	0.12	2,000	0.12
(e)	Foreign Companies	-	-	-	-	-	-
(f)	Bodies Corporate	2,000	0.13	2,000	0.12	2,000	0.12
(g)	Any Other (Specify)	-	-	-	-	-	-
(i)	Trusts	-	-	-	-	-	-
(iii)	Hindu Undivided Family	-	-	-	-	-	-
(iv)	Clearing Member	-	-	-	-	-	-
Sub-Total (B)(4)		432,001	28.80	582,001	35.27	582,001	34.56
Total Public Shareholding (B)=(B)(1)+(B)(2)+ (B)(3)+ (B)(4)		432,001	28.80	582,001	35.27	582,001	34.56
Total (A+B)		1,500,000	100.00	1,650,000	100.00	1,684,000	100.00

**By order of Board of Directors
For Cospower Engineering Limited**

**Place : Naigaon, Thane
Date : 01.02.2025**

**Sd/-
Oswald Rosario D'Souza
Whole Time Director
DIN : 02711251**

Registered Office:
H.No 940, S.No. 134/17A,
Pazar Talao Road Chandrapada,
Vaki Pada, Juchandra,
Naigaon (East)
Thane – 401208

COSPOWER ENGINEERING LIMITED

CIN: L31908MH2010PLC208016

Regd. Office Address : H.No 940, S.No. 134/17A, Pazar Talao Road, Chandrapada,
Vaki Pada, Juchandra,
Naigaon (East), Thane 401208.

Tel : 91-7208846002 Email : cs@cel.net.in Website: www.cel.net.in

ATTENDANCE SLIP

EXTRA - ORDINARY GENERAL MEETING

Monday, March 3, 2025 at 11.30 A.M.

I, / We hereby record my presence at the Extra- Ordinary General Meeting of the Company held at the Registered office of the Company H.No 940, S.No. 134/17A, Pazar Talao Road Chandrapada, Vaki Pada, Juchandra, Naigaon (East) Thane 401208 on Monday, March 3, 2025 at 11.30 A.M.

Registered Folio No./ DP ID & Client ID	
Full Name of the Shareholder / Proxy holders / Authorised representative	
Address of the Shareholder	
No. of Shares held	

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Members who are attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

COSPOWER ENGINEERING LIMITED

CIN: L31908MH2010PLC208016

Regd. Office Address : H.No 940, S.No. 134/17A, Pazar Talao Road, Chandrapada,
Vaki Pada, Juchandra,
Naigaon (East), Thane 401208.

Tel : 91-7208846002 Email : cs@cel.net.in Website: www.cel.net.in

PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

EXTRA - ORDINARY GENERAL MEETING

Monday March 3, 2025 at 11.30 AM.

Name of the member (s):

Joint Holders Name (s):

Registered address:

E-mail Id:

Registered Folio No./ DP ID & Client ID.:

I/We, being a member(s) holding shares of the above-named Company, hereby appoint:

Name _____

Address _____

Email Id:

Signature

or failing him/her;

Name _____

Address _____

Email Id:

Signature

or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company to be held on Monday, March 1, 2025 A.M. (IST) at the Registered office situated at H.No 940, S.No. 134/17A, Pazar Talao Road Chandrapada, Vaki Pada, Juchandra, Naigaon (East) Thane 401208 and at any adjournment thereof in respect of resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Particular	FOR	AGAINST
Ordinary Business:			
1	To increase the Authorised capital of the Company		
2	To approve the issuance of Equity Shares for cash consideration on Preferential Basis to identified investors:		
3	To approve the issuance of Equity Shares on a Preferential Basis to the promoters of the Company towards conversion of loan into Equity		

Signed this _____, 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Re.1/-

NOTE:

1. **THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **For the resolutions, explanatory statement and notes please refer to the notice of the Extra Ordinary General meeting.**
3. **It option to put 'X' appropriate column against the Resolution indicated in the Box if you leave 'FOR' or 'AGAINST' column blank against any or all resolution your proxy will be entitled to vote in the manner as he / she thinks appropriate**
4. **Please complete the above details including the details of the member (s) in above box before submission.**

COSPOWER ENGINEERING LIMITED

CIN: L31908MH2010PLC208016

Regd. Office Address : H.No 940, S.No. 134/17A, Pazar Talao Road, Chandrapada,
Vaki Pada, Juchandra,
Naigaon (East), Thane 401208.

Tel : 91-7208846002 Email : cs@cel.net.in Website: www.cel.net.in

ROUTE MAP OF THE EGM VENUE

H.No 940, S.No. 134/17A, Pazar Talao Road Chandrapada, Vaki Pada, Juchandra, Naigaon (East)
Thane 4012

