



C&S ELECTRIC LIMITED

CIN: U31909DL1971PLC005672

Registered Office: 210, 211 & 212, 2nd Floor, 'Salcon Aurum Building',
Plot No. 4, Jasola District Centre, New Delhi - 110025

Phone: +91 11 6922 5600 Website: www.cselectric.co.in

E-mail: info@cselectric.co.in, secretarial@cselectric.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014)

Dear Shareholders,

Notice is hereby given that the resolution set out below is proposed for seeking approval by the Shareholders of C&S Electric Limited ("**Company**") through postal ballot ("**Postal Ballot**") to cast their votes, pursuant to Section 110 of the Companies Act, 2013 ("**Act**"), the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Act and the rules, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolution proposed in this Postal Ballot Notice is attached.

The Board of Directors of the Company has appointed Mr. Roni Soni, Practicing Company Secretary (FCS 11600), or failing him, Ms. Himani Aneja, Practicing Company Secretary (ACS 66211) being associate of Mr. Roni Soni as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote. Shareholders may cast their votes during the period of 30 days mentioned below:

Commencement of voting through postal ballot:	9:00 a.m. (IST) on Monday, 16th June 2025
End of voting through postal ballot:	5.00 p.m. (IST) on Tuesday 15th July 2025

The Scrutinizer will submit his/her consolidated report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him in writing. The results of voting will be announced on Thursday 17th July 2025 and will be displayed on the Company's website at <https://cselectric.co.in/investors-relations/>. The Company will also display the results of voting in the Postal Ballot at its Registered Office of the Company.

SPECIAL BUSINESS

Reduction of equity share capital of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 (including any modification, amendment, or re-enactment thereof) ("**Act**"), the relevant provisions of Memorandum and Articles of Association of C&S Electric Limited ("**Company**"), the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999 ("**FEMA**"), subject to the sanction and confirmation by the Hon'ble National Company Law Tribunal, Delhi Bench ("**Tribunal**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such condition(s) and modification(s) as may be deemed appropriate, or which may otherwise be considered necessary, desirable or imposed by the Tribunal or by any regulatory or other statutory authorities, while granting such approval(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), consent of the Shareholders of the Company be and is hereby accorded for the reduction of the issued, subscribed and paid-up equity share capital of the Company from the existing INR 44,26,80,620 (Indian Rupees forty four crore twenty six lakh eighty thousand six hundred and twenty only) divided into 4,42,68,062 (four crore forty two lakh sixty eight thousand and sixty two) equity shares having a face value of INR 10 (Indian Rupees ten only) each fully paid to INR 43,92,41,140 (Indian Rupees forty three crore ninety two lakh forty one thousand one hundred and forty only) divided into 4,39,24,114 (four crore thirty nine lakh twenty four thousand one hundred and fourteen) equity shares having a face value of INR 10 (Indian Rupees ten only) each fully paid up, by cancelling and extinguishing 3,43,948 (three lakh forty three thousand nine hundred forty eight) equity shares having a face value of INR 10 (Indian Rupees ten only), in aggregate, constituting 0.78% of the total issued, subscribed and paid-up equity share capital of the Company held by "**Specified Shareholders**", as defined in the explanatory statement to this resolution. ("**Capital Reduction**").

RESOLVED FURTHER THAT upon the sanction and confirmation of the Capital Reduction by the Tribunal and such Capital Reduction becoming effective and operative from the date of issuance of certificate by the Registrar of Companies confirming the Capital Reduction ("**Effective Date**"), the Specified Shareholders of the Company, as on the Record Date (as defined hereinafter) shall be paid by the Company for the equity shares held by them and which are cancelled and extinguished, a consideration of an amount equal to **INR 1,016.10** (Indian Rupees One Thousand Sixteen and paise Ten only) per equity share ("**Consideration**") (net-off withholding taxes as per applicable tax laws);

RESOLVED FURTHER THAT the payment of Consideration to the Specified Shareholders as on the Record Date shall be made within such number of days of the Record Date as shall be decided by the Board and subject to such approvals, if any, as may be required under the applicable law or as may be directed by the Tribunal and such payments will be made by cheque, demand draft, pay order, warrant or any other electronic mode/ banking channels net off withholding taxes as per applicable tax law;

RESOLVED FURTHER THAT the Board (which term shall include any committee constituted / to be constituted for the purpose or any authorized signatory of the Company to be delegated in this regard) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, expedient, usual or proper, in the best interest of the Company and its Shareholders in connection with and relating to the Capital Reduction, including seeking any directions for settling any questions or doubts or difficulties, whatsoever, that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may, in its absolute discretion, deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Shareholders or otherwise, including but not limited to:

- (a) Finalize and settle the draft application/ petition, and assent to such alterations, conditions and modifications, if any, in the application, petition or effect any other modification or amendment as the Board may consider necessary or desirable to give effect to the Capital Reduction;
- (b) Making such alterations and changes in the application/ petition to be made to the Tribunal, as may be expedient or necessary or satisfying the conditions/ requirement imposed by Tribunal and/or any other statutory/ regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application/ petition;
- (c) To withdraw the application/ petition of the Capital Reduction filed with the Tribunal;
- (d) To make necessary applications, petitions, appeals to the competent authorities for the purpose of obtaining requisite approvals including "in principle" approvals as and when required before any court, tribunal, or statutory/ regulatory authorities;
- (e) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Act, National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable laws/ regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- (f) Obtaining the requisite approval and/or consents of the equity shareholders, secured/ unsecured lenders, creditors, banks, financial institutions (as applicable) and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (g) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, merchant bankers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the Capital Reduction, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- (h) Incur such other expenses as may be necessary with regard to the above;
- (i) To open a current account in the name of Company with any bank as may be decided, for the purpose of discharging the Consideration for the Capital Reduction;
- (j) To discharge the payment due to the Specified Shareholders in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Specified Shareholders pursuant to the Capital Reduction, in accordance with applicable laws, by payment through cheque, pay order / warrant or demand draft, electronic transfer of funds NEFT / RTGS / IMPS, net off withholding taxes as per applicable tax law, and file necessary forms, documents, applications, etc., if any, as required under FEMA for discharge of Consideration;
- (k) To obtain and review the sanctions or approvals of the Reserve Bank of India, provided by the non-resident Specified Shareholders;
- (l) To call for the bank accounts details of the Specified Shareholders for discharging Consideration;
- (m) To pass such accounting entries and/or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- (n) To cancel and extinguish the share certificates and to send/ execute necessary instructions to the Depository Participant in case of dematerialized shares, upon effectiveness of the Capital Reduction;
- (o) To file requisite forms with the jurisdictional Registrar of Companies in connection with the Capital Reduction;
- (p) Affix the common seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions;
- (q) Authorize the officers of the Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and
- (r) Any other matter not specifically covered above which may be related to the said Capital Reduction.

By Order of the Board of Directors

Sd/-

Anup Sobti

Company Secretary

ACS 16466

Date: 6th June 2025

Registered Office: 210, 211, 212, 2nd Floor, 'Salcon Aurum Building,

Plot No. 4, Jasola District Centre, New Delhi-110025 (India)

Corporate Identity Number: **U31909DL1971PLC005672**

Phone: +91 11 69225600

Website: www.cselectric.co.in

E-mail: info@cselectric.co.in, secretarial@cselectric.co.in

NOTES:

- 1) A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
- 2) This Postal Ballot Notice is being sent to those Shareholders whose names appear on the Register of Shareholders/ List of Beneficial Owners as on Friday, 30th May 2025 ("**Cut-Off Date**")
 - (a) through permitted mode along with self-addressed Business Reply Envelope to all the Shareholders and
 - (b) additionally through e-mail, to those Shareholders whose e-mail address is registered with the Company / Alankit Assignments Limited ("**Alankit**"), Company's Registrar and Transfer Agent;
- 3) This Postal Ballot Notice will also be available on the Company's website at <https://cselectric.co.in/investors-relations/>. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical ballot form may download the Postal Ballot Form from Company's website. A Shareholder may request for a duplicate Postal Ballot Form, if so, required by sending email to secretarial@cselectric.co.in.
- 4) The votes must be accorded by recording the assent in the Column "**FOR**" or dissent in the column "**AGAINST**" by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the columns will render the form invalid. The assent or dissent received in any other form shall not be considered valid.
- 5) Shareholders whose names appear on the Register of Shareholders / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Shareholder after the Cut- Off Date should treat this notice for information purposes only.
- 6) Voting rights of a Shareholder / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 7) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the rules made thereunder and Secretarial Standard on General Meeting ("**SS-2**") and any amendments thereto, the Company is providing the facility to the Shareholders to exercise their right to vote on the proposed resolution through Postal Ballot. The instructions for voting are provided as part of this Postal Ballot Notice which the Shareholders are requested to read carefully before casting their vote.
- 8) The voting period through Postal Ballot commences at 9:00 a.m. (IST) on Monday 16th June 2025 and ends at 5:00 p.m. (IST) on Tuesday 15th July 2025. Shareholders desiring to exercise their vote should cast their vote during this period, for their vote to be eligible for being considered.
- 9) Shareholders are requested to carefully read the instructions before casting their vote and return the Postal Ballot Form, duly completed in all respects and signed, in the attached self-addressed postage prepaid Business Reply Envelope, so as to reach the **Scrutinizer at : Mr. Roni Soni, Scrutinizer 2nd Floor, RZ7A/29 Puran Nagar, Street No. 3, Palam, New Delhi-110045** on or before 05:00 p.m. (IST) on Tuesday 15th July 2025. **However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered Shareholder will also be accepted.** The Postal Ballot Form(s) may also be deposited personally at Registered Office of the Company at 210,211,212, 2nd Floor, 'Salcon Aurum Building, Plot No. 4, Jasola District Centre, New Delhi-110025 (India). Postal Ballots received after 05:00 p.m. (IST) on Tuesday 15th July 2025 will not be considered as valid.
- 10) There will be only one Postal Ballot form for every Folio / Client ID irrespective of the number of joint holder(s). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Shareholder or his duly authorized attorney registered with the Company and in his absence, by the next named Shareholder.
- 11) In case of shares held by body corporate, companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
- 12) A Shareholder cannot exercise his vote by proxy on Postal Ballot.
- 13) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
- 14) Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Company.
- 15) The resolution, if approved, shall be deemed to have been passed on the last date of voting through Postal Ballot i.e. Tuesday 15th July 2025.
- 16) The documents referred to in the Postal Ballot Notice are available for inspection electronically up to and including the last date of voting and Shareholders seeking to inspect such documents can send an e-mail to secretarial@cselectric.co.in Further, all the documents referred to in this Postal Ballot Notice would be available for inspection by the Shareholders, free of cost, at the Registered Office of the Company at 210, 211, 212, 2nd Floor, 'Salcon Aurum Building, Plot No. 4, Jasola District Centre, New Delhi-110025 (India), during 11.00 a.m. (IST) to 1.00 p.m. (IST) on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot.
- 17) Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the RTA at mareshcp@alankit.com along with the copy of the signed request letter mentioning the name and address of the Shareholder, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Shareholder.
- 21) The Scrutinizer shall after the conclusion of voting, unblock the votes cast through postal ballot in the presence of at least two witnesses not in the employment of the Company and open the postal ballot forms and shall make, not later than two days of the conclusion of voting on Tuesday 15th July 2025, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 22) The result of the Postal Ballot would be announced by the Chairman or a person authorized by him forthwith at the Registered Office of the Company at 210,211,212, 2nd Floor, 'Salcon Aurum Building, Plot No. 4, Jasola District Centre, New Delhi-110025 (India) on Thursday 17th July 2025 at 05:00 P.M. (IST). The resolution, if approved by the requisite majority, shall be deemed to have been passed on Tuesday 15th July 2025, being the last date specified for receipt of duly completed Postal Ballot Forms.
- 23) The said results along with the Scrutinizer's report would be displayed at the notice board of the Company at its registered office and will hosted on the website of the Company at <https://cselectric.co.in/investors-relations/>

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS PROPOSED IN THE POSTAL BALLOT NOTICE:

REDUCTION OF EQUITY SHARE CAPITAL HELD BY 'SPECIFIED SHAREHOLDERS (DEFINED BELOW)'

INTRODUCTION AND OBJECTIVE

- The equity shares of C&S Electric Limited ("**Company**") are not traded on any of the stock exchanges in India.
- The Company does not have any plans for listing/re-listing its equity shares on the stock exchanges in India.
- As on 30th May 2025, the shareholding pattern of the Company is as follows:

Sr. No.	Name of Shareholder/Category	Number of Shares	Nominal Value (Rs.) Face Value Per Share Rs. 10/-	Percentage of holding
PROMOTER HOLDING				
1	Siemens Limited	43,924,114	439,241,140	99.22
NON-PROMOTER HOLDING				
2	Other Public Shareholding (including IEPF Shares)	343,948	3,439,480	0.78
TOTAL		44,268,062	442,680,620	100.00

Note: Shareholders of the Company excluding Siemens Limited, shall hereinafter be referred to as "Specified Shareholders".

- The Specified Shareholders do not have an avenue for monetizing their shareholding and the investment made by these shareholders in the Company's shares is locked up, since the Company is not listed on any stock exchange. This has put the Specified Shareholders in a lot of hardship and inconvenience.
- Over the years, the Company has been receiving requests through calls, emails and other recognized modes of communication from many of these Specified Shareholders to provide them with an exit route and help liquidate their shares, since they do not have any other mechanism to monetize their shareholding in the Company, in a fair and transparent manner.
- Considering the requests from these shareholders to help them liquidate their shares and commensurate availability of funds, the Company is of the view that the proposed reduction of capital will be beneficial for the Specified Shareholders and provide an avenue to monetize their shareholding in a fair and transparent manner.
- Therefore, for the reasons mentioned above, the Company has proposed the reduction of equity share capital held by the Specified Shareholders in a fair and transparent manner ("**Capital Reduction**"), which would be available to all Specified Shareholders for consideration in the form of cash.
- Proposed capital reduction will also aid in ease of administrative operations and also result in saving in terms of administration and other costs and time effort.

METHOD OF CAPITAL REDUCTION

- The Capital Reduction is proposed to be implemented pursuant to and in accordance with the provisions of Section 66 of the Companies Act, 2013 ("**Act**") and/ the rules made thereunder by making necessary applications/petitions before the Hon'ble National Company Law Tribunal, New Delhi Bench, ("**Tribunal**") seeking sanction and confirmation of the Tribunal if it thinks fit, after the resolution proposed in the Postal Ballot Notice is approved by the Shareholders of the Company by way of special resolution..

PRICE OFFERED / RECOMMENDED BY BOARD:

- In order to determine the fair value of shares and the consideration to be paid upon the proposed reduction of equity shares held by the Specified Shareholders, the Company has carried out a valuation exercise by appointing two valuation firms i.e. M/s. KPMG Valuation Services LLP (Registration No. RV No. — IBBI/RV-E/06/2020/115), independent Registered Valuer and M/s. GT Valuation Advisors Private Limited (Registration No. RV No. — BBI/RV-E/05/2020/134, independent Registered Valuer.
- The Company has obtained a valuation report from M/s. KPMG Valuation Services LLP (Registration No. RV No. — IBBI/RV-E/06/2020/115), independent Registered Valuer ("**Valuation Report**"), determining that the fair value of the equity shares of the Company in the range of **INR 924.70** (Indian Rupees Nine Hundred Twenty Four and paise Seventy only) per equity share to **INR 1,016.10** (Indian Rupees One Thousand Sixteen and paise Ten only) per equity share ("**Fair Value**") based on:
 - Discounting Cash Flow (DCF) Method under the Income Approach considering a Weighted Average Cost of Capital of 12.9 per cent.
 - Comparable Companies Multiples Method (EV/EBITDA) and Comparable Transactions Method (EV/EBITDA) under the Market Approach.
- The Company has obtained a valuation report from M/s. GT Valuation Advisors Private Limited (Registration No. RV No. — BBI/RV-E/05/2020/134), independent Registered Valuer ("**Valuation Report**"), determining that the fair value of the equity shares of the Company is **INR 919.50** (Indian Rupees Nine Hundred Nineteen and paise Fifty only) per equity share ("**Fair Value**") based on
 - Discounting Cash Flow Method under the Income Approach considering a Weighted Average Cost of Capital of 12 per cent.
 - Comparable Companies Multiples Method (EV/EBITDA) under the Market Approach.

Copies of these Valuation Reports are available for inspection by the Shareholders, free of cost, at the Registered Office of the Company at 210, 211, 212, 2nd Floor, 'Salcon Aarum Building, Plot No. 4, Jasola District Centre, New Delhi-110025 (India), during 11.00 a.m. (IST) to 1.00 p.m. (IST) on

all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot. The documents referred to in the Postal Ballot Notice are available for inspection electronically up to and including the last date of voting and Shareholders seeking to inspect such documents can send an e-mail to secretarial@cselectric.co.in.

A fairness opinion report has also been obtained by the Company from Resurgent India Limited, an Independent SEBI registered Category — I Merchant Banker with SEBI Registration Number: INM000012144, which gave an independent fairness opinion on the above said valuations, as regards to the valuation of equity shares of the Company, in relation to the Capital Reduction. Resurgent India Limited has in the said Fairness Opinions concluded that the value of Company/ value per equity share, as determined by both the valuers according to their chosen methods is fair.

- The Board of Directors in its meeting held on 23rd May 2025, considering the above-mentioned Valuations and Fairness Opinion(s) and views of Audit Committee, decided to recommend a consideration of an amount equal to **INR 1,016.10** (Indian Rupees One Thousand Sixteen and paise Ten only) per equity share of face value of Rs. 10/- each (net-off withholding taxes as per applicable tax laws) ("**Consideration**"), which is the highest valuation price out of both valuations, in the interest of Specified Shareholders

TAXATION:

- All Specified Shareholders should consider their own tax position and pay appropriate tax (as may be applicable) on the amount received from the Company upon the Capital Reduction.
- The Company shall withhold tax at the applicable tax rate in accordance with applicable provisions of the Income tax Act, 1961 (including any amendments thereof from time to time) before making payment of the Consideration to the Specified Shareholders.
- The Company shall deposit the tax so withheld and also file necessary returns with the relevant authorities for this purpose within the timelines prescribed under applicable law.
- The Company shall issue applicable forms to the Specified Shareholders at the latest address and / or e-mail id available with the Company for claiming the withholding tax credit in their return of income

EFFECTIVE DATE OF CAPITAL REDUCTION:

- After the shareholders have approved this resolution, the Company shall approach the Hon'ble Tribunal, for seeking an order confirming the Capital Reduction.
- Pursuant to Section 66 of the Companies Act, 2013, this resolution will be effective on the date of issuance of a certificate by the Registrar of Companies confirming the Capital Reduction.

PAYMENT OF CONSIDERATION:

- The Company shall, upon receipt of approval of the Hon'ble Tribunal, deposit the whole of the Consideration in a special bank account, opened for this Capital Reduction which amount will exclusively be used for the discharge of consideration to the Specified Shareholders.
- Subject to the ensuing paragraphs, the Consideration, net of applicable withholding taxes, for the Capital Reduction shall be discharged by issue of cheque/ cash/ draft pay order/ electronic transfer of funds/ NEFT/ RTGS/ IMPS to the Specified Shareholders, whose name appears as a Shareholder as on the Record Date determined by the Board, within such number of days, as determined by the Board and subject to such approvals as required under applicable law or as may be directed by the Hon'ble Tribunal.
- In this regard, all Specified Shareholders are requested to provide to the Company / Registrar and Transfer Agent, their bank account details (including IFSC code) along with their addresses and self-attested proofs of identity, address and Permanent Account Number (PAN) in applicable cases thereof, failing which the monies will be paid by the Company to the last known address/bank details of the Specified Shareholders, as available with the Company.
- In case of transfer requests pending as on the Record Date, the Company shall dispatch immediately after the Record Date to shareholder (Transferor) and to such a person (Transferee) from whom the Company has received any communication with respect to pending transfer of shares, a form to be duly filled in by the Transferor and Transferee. Upon receipt of a duly filled-in form, complete in all respects, the Company shall discharge the Consideration to the Transferee or to the Transferor, as the case may be. Pending receipt of duly filled in form, the Consideration towards such shares shall be dealt in a manner provided for in the below paragraph.
- Where the Consideration has not been claimed by or paid to any shareholder, on account of cheques returned and/or undelivered, cheques not deposited, Consideration in respect of shares pending transfer as on the Record Date, or for any other reason including Consideration for such shares which are held in abeyance for pendency of settlement of dispute by order of court or otherwise, the Company shall retain such Consideration in the special bank account, for such number of years as may be permissible under law or as may be directed by the Hon'ble Tribunal. The amount in the special bank account shall be held in trust for and on behalf of such Specified Shareholder(s). The amount outstanding in the special bank account after the said period shall be utilized in a manner as may be permitted under any law then in force or in accordance with the direction of the Hon'ble Tribunal.

PAYMENT OF CONSIDERATION TO NON-RESIDENT SHAREHOLDERS:

- The non-resident Specified Shareholders, as on the Record Date, shall be paid consideration in compliance with applicable provisions of FEMA.

GENERAL:

- The Board of Directors at their meeting held on 23rd May 2025 considered and approved the Capital Reduction of the Company as per the terms set out in the resolution.
- The Capital Reduction is permissible under Article 58 of the Articles of Association of the Company. Pursuant to Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and is subject to approval of the Shareholders through a special resolution by way of Postal Ballot, approval of the Hon'ble Tribunal and such other regulatory authorities, as may be required, to give effect to the Capital Reduction.

- Further, the Capital Reduction is not likely to cause any prejudice to the creditors of the Company. The creditors of the Company are not adversely affected by the proposed Capital Reduction as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated and the Company will have assets in excess of all its liabilities. The proposed reduction would not, in any way, adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business as the Company is in a sound financial position.
- No investigation/ proceedings are pending under Section 210 to Section 229 or any other provisions of the Act, against the Company.
- None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company are concerned with or interested in the resolution, save and except to the extent of their respective shareholdings, if any, in the Company.
- A copy of the Memorandum and Articles of Association of the Company, as amended from time to time and a copy of the Valuation Report of M/s. KPMG Valuation Services LLP (Registration No. RV No. — IBBI/RV-E/06/2020/115), an independent Registered Valuer and Valuation Report of M/s. GT Valuation Advisors Private Limited (Registration No. RV No. — BBI/RV-E/05/2020/134), independent Registered Valuer along-with the copy of the Fairness Opinion Report of Resurgent India Limited, an Independent SEBI registered Category — I Merchant Banker with SEBI Registration Number: INM000012144 are available for inspection at the Registered Office of the Company between 10:00 a.m. and 01:00 p.m. on all working day, except Saturdays & Sundays, till the date of voting by Postal Ballot. A Copy of these documents may be obtained by making request to the Company Secretary or by sending email to secretarial@cselectric.co.in
- The Board considers that this resolution is in the best interests of the shareholders of the Company and therefore, recommends the passing of the special resolution as set out in the Postal Ballot Notice

By Order of the Board of Directors
For C&S Electric Limited
Sd/-

Anup Sobti
Company Secretary
ACS 16466
New Delhi,
Date: 6th June 2025