

DECLARATION OF RESULTS OF RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE
DATED 6TH JUNE 2025

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), C&S Electric Limited (the "Company") provided its members facility to cast their votes on the special resolution set forth in the Postal Ballot Notice dated 6th June 2025 for approval of the reduction of equity share capital of the Company through Postal Ballot.

The voting by Postal Ballot form commenced from 09:00 a.m. on Monday, 16th June 2025 and ended on 5:00 p.m. on Tuesday, 15th July 2025.

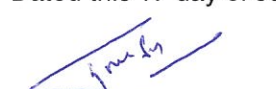
The results for the voting are as follows:

Votes casted through Postal Ballot forms received [A]	43965979
Number of invalid votes [B]	200
Net valid votes [C] = [A] - [B]	43965779
Votes in favour of the Resolution [D]	43937521
Votes against the Resolution [E]	28258
% of total votes cast in favour [F] = [D]/[C] *100	99.93 %
% of total votes cast in against [G] = [E] / [C] *100	0.06 %

Total number of shareholders voted in favour of the resolution	32
Total number of shareholders voted against of the resolution	48
Total number of shareholders with invalid vote	1
Whether special resolution is Passed	Yes

Pursuant to scrutiny and review of the votes cast by the members of the Company Postal Ballot Forms, the aforesaid results were reported by the appointed Scrutinizer, Mr. Roni Soni, Practicing Company Secretary (FCS 11600), who submitted his report on 16th July 2025.

Dated this 17 day of July 2025.



Anup Sobti
Company Secretary
ACS No. 16466



C&S Electric Limited



Roni & Associates

(Practicing Company Secretaries)

To
The Chairman,
C&S Electric Limited
Unit No.s 210, 211 & 212, Second Floor,
Salcon Aurum Building, Plot No. 4,
Jasola District Centre, New Delhi – 110025

SCRUTINIZER'S REPORT ON

POSTAL BALLOT FOR REDUCTION OF EQUITY SHARE CAPITAL OF THE COMPANY

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

I, Roni Soni, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of the C&S Electric Limited ("Company") at their Meeting held on 23rd May 2025 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules 2015 to conduct Physical Postal Ballot in a fair and transparent manner and I had communicated my Consent to be appointed and subsequently accepted.

The resolution set out below was proposed for seeking approval by the Members of C&S Electric Limited ("Company") through postal ballot ("Postal Ballot") being provided by the Company 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, applicable circulars issued by Ministry of Corporate Affairs ('MCA') 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 Postal Ballot of the Company was conducted Physically.

The facility for appointment of Proxy by the Members was not available for this Postal Ballot and hence the Proxy Forms were not annexed with the Postal Ballot Notice.

The **dispatch of the Postal Ballot Notice** was completed as follows:

- **Physical dispatch** of the Postal Ballot Notice, along with a self-addressed Business Reply Envelope, was completed via **Courier on 07th June 2025** to all Members whose names appeared in the Register of Members / List of Beneficial Owners as on the **Cut-Off Date, i.e., Friday, 30th May 2025**; and
- **Electronic dispatch** was carried out on **09th June 2025** to all Members whose e-mail addresses are registered with the Company, its Registrar and Transfer Agent (Alankit Assignments Limited), or with the Depository Participants / Depositories.



A Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013, read with the relevant Rules, setting out all material facts relating to the resolution set out in the Postal Ballot Notice, has been annexed thereto.

The Postal Ballot Notice is also available on the Company's website at <https://cselectric.co.in/investors-relations/>.

The voting period through Physical Postal Ballot commenced at **9:00 a.m. (IST) on Monday, 16th June 2025** and ended on **5.00 p.m. (IST) on Tuesday 15th July 2025**.

In case of shares held by body corporate, companies, trusts, societies etc the duly completed Postal Ballot Form should have been accompanied by a certified true copy of the board resolution/authority letter.

Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Company.

The Approved Special Resolution shall be deemed to have been passed on the last date of voting through Postal Ballot i.e. Tuesday 15th July 2025.

The Members were provided with the option to cast their votes through physical ballot by conveying their assent or dissent to the Special Resolution forming part of the Special Business set out in the Postal Ballot Notice dated 06th June 2025, in accordance with the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder.

The following Special Resolution was set out in the Postal Ballot Notice for approval by members.

"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."

On completion of voting on 15th July 2025, the physical Postal Ballot forms received from the Members were opened and counted in the presence of two witnesses, whose signatures appear below.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the casting through Physical Mode at the Postal Ballot on Special Resolution as mentioned hereinbefore.

My responsibility as Scrutinizer for the voting conducted through Physical Mode (Ballot) is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.



Based on the results made available to me, 81 Members have cast their votes by means of Physical Ballots. I submit herewith the Report.

**For Roni Soni & Associates
Company Secretaries**



**Roni Soni
Practicing Company Secretary
Membership No. FCS 11600
CP No. 21854
PR- 3471/2023**



Counter Signed




**Confirmed
Anup Sobti
Company Secretary
(Authorised by the Chairman)**




**Date: 16/07/2025
Place: New Delhi
UDIN: F011600G000793788**

1. Witness

**Himan Papreja
Add: Rohini, Delhi 110085**


2. Witness

**Yogita Yadav
Add: Patel Nagar, New Delhi - 110008**


C&S Electric Limited

**REPORT OF THE TOTAL VOTES CAST BY WAY OF POSTAL BALLOT PURSUANT TO
POSTAL BALLOT NOTICE DATED 06TH JUNE 2025**

Mode of voting	In favour		Against		Invalid	
	Number of valid votes cast	Percentage (%) of total number of valid votes cast	Number of valid votes cast	Percentage (%) of total number of valid votes cast	Number of invalid votes cast	Percentage (%) of total number of votes cast
Postal Ballot Form	43937521	99.93 %	28258	0.06%	200	0
Total	43937521	99.93 %	28258	0.06%	200	0

For Roni Soni & Associates
Company Secretaries



Roni Soni
Practicing Company Secretary
Membership No. FCS 11600
CP No. 21854
PR- 3471/2023



Date: 16/07/2025
Place: New Delhi
UDIN: F011600G000793788

C&S Electric Limited

RESULTS OF THE VOTING BY WAY OF POSTAL BALLOT PURSUANT TO

POSTAL BALLOT NOTICE DATED 06TH JUNE, 2025

Votes casted through Postal Ballot forms received [A]	43965979
Number of invalid votes [B]	200
Net valid votes [C] = [A] - [B]	43965779
Votes in favour of the Resolution [D]	43937521
Votes against the Resolution [E]	28258
% of total votes cast in favour [F] = [D]/[C] *100	99.93 %
% of total votes cast in against [G] = [E] / [C] *100	0.06 %

Total number of shareholders voted in favour of the resolution	32
Total number of shareholders voted against of the resolution	48
Total number of shareholders with invalid vote	1

The Resolution was Carried as a Special Resolution

For Roni Soni & Associates
Company Secretaries



Roni Soni
Practicing Company Secretary
Membership No. FCS 11600
CP No. 21854
PR- 3471/2023



Date: 16/07/2025

Place: New Delhi

UDIN: F011600G000793788