

Date: November 27, 2025

To,
The Listing/ Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

SCRIP CODE: 543172
ISIN: INE0CQB01010

Subject: Submission of Notice of Extraordinary General Meeting (EGM) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the Extraordinary General Meeting (EGM) of the Company, scheduled to be held on 19th December 2025 at 09.30 A.M. at the registered office of the company situated at H.No 940, S.No. 134/17a, Pazar Talao Road Chandrapada, Vaki Pada, Juchandra, Naiga, On East, Thane, Naigaon, Maharashtra, India, 401208, for your records and dissemination to the stakeholders.

The said EGM is being convened to transact the special business as set out in the attached Notice.


The Notice of the EGM is also being sent to all the eligible shareholders of the Company and will be made available on the Company's website at <https://cel.net.in/>.

You are requested to take the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Cospower Engineering Limited


Oswald Rosario Dsouza
Wholetime Director
DIN 02711251



Enclosure: a/a

CosPower Engineering Limited

Registered Office & Works
No. 940, Sr. No.134/17A, Pazar Talav Road,
Vaki Pada, Tal. Vasai, Naigaon East,
Maharashtra 401208 India.

Sales Office :
Delhi, Mumbai, Kolkata
Chennai, Hyderabad,
Jalna, Dhaka

Tel. : +91 8007036857
E-mail : contact@cel.net.in
Website : www.cel.net.in
CIN No. : L31908MH2010PLC208016



COSPOWER ENGINEERING LIMITED
Notice of Extra-Ordinary General Meeting

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF COSPOWER ENGINEERING LIMITED IS SCHEDULED TO BE HELD ON 19TH DECEMBER 2025 AT 09:30 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT H.NO 940, S.NO. 134/17A, PAZAR TALAO ROAD CHANDRAPADA, VAKI PADA, JUCHANDRA, NAIGA, ON EAST, THANE, NAIGAON, MAHARASHTRA, INDIA, 401208 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, consents, permissions and sanctions from the appropriate statutory, regulatory or other authorities as may be required, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 1,75,00,000/- (Rupees One Crore Seventy-Five Lakhs) divided into 17,50,000 (Seventeen Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 2,00,00,000/- (Rupees Two Crore) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each, ranking pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, the consent of the members be and is hereby accorded to amend Clause V of the Memorandum of Association of the Company by substituting the following new Clause V:

Clause V: The Authorised Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crore) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps, actions and decisions for obtaining all approvals, statutory or otherwise, in relation to the above; to settle any questions, difficulties or doubts that may arise in this regard; to sign and execute all documents; and to digitally sign and upload the requisite forms on behalf of the Company, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, 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 include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 1,62,000 (One Lakh Sixty Two Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 990/- (Rupees Nine Hundred and Ninety Only) per Equity Share total aggregating to Rs. 16,03,80,000/- (Rupees Sixteen Crore Three Lakhs Eighty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category (“Proposed Equity Allottees”), in accordance with the SEBI (ICDR) Regulations and other applicable laws.”

CosPower Engineering Limited

Registered Office & Works

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Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Swapna Gunda	-	1,62,000	Non-Promoter	Non-Promoter

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 19th November 2025 i.e., 30 days prior to the date of passing of the Special Resolution at the Extra Ordinary General Meeting.”

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the 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, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations.”

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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

ITEM NUMBER 3: APPROVAL FOR REVISION OF REMUNERATION OF MR. OSWALD ROSARIO DSOUZA (DIN: 02711251), WHOLE-TIME DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of such authorities as may be required, the consent of the Members be and is hereby accorded for revision of the remuneration of Mr. Oswald Rosario Dsouza, Whole-Time Director, for the remaining tenure of his appointment i.e., from April 01, 2025 to September 03, 2027, as set out in the explanatory statement annexed hereto, notwithstanding that the remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act due to inadequacy or absence of profits.

Provided that the above remuneration be paid to Mr. Oswald Rosario Dsouza even if it exceeds Ten percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

FURTHER RESOLVED that where in any financial year during the period from 1st April, 2025 up to 03rd September, 2027, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Mr. Oswald Rosario Dsouza, Whole-Time Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board and its committee be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

ITEM NUMBER 4: APPROVAL FOR REVISION OF REMUNERATION OF MR. FELIX SHRIDHAR KADAM (DIN: 02880294), MANAGING DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of such authorities as may be required, the consent of the Members be and is hereby accorded for revision of the remuneration of Mr. Felix Shridhar Kadam, Managing Director, for the remaining tenure of his appointment i.e., from April 01, 2025 to September 03, 2027, as set out in the explanatory statement annexed hereto, notwithstanding that the remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act due to inadequacy or absence of profits.

Provided that the above remuneration be paid to Mr. Felix Shridhar Kadam even if it exceeds Ten percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

FURTHER RESOLVED that where in any financial year during the period from 1st April, 2025 up to 03rd September, 2027, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Mr. Felix Shridhar Kadam, Managing Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board and its committee be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

CosPower Engineering Limited

Registered Office & Works

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COSPOWER ENGINEERING LIMITED
Notice of Extra-Ordinary General Meeting

ITEM NUMBER 5: APPROVAL FOR REVISION OF REMUNERATION OF MS. JANET DSOUZA (DIN: 08676037), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of such authorities as may be required, the consent of the Members be and is hereby accorded for revision of the remuneration of Ms. Janet Dsouza, Non-Executive Non-Independent Director w.e.f. April 01, 2025 , as set out in the explanatory statement annexed hereto, notwithstanding that the remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act due to inadequacy or absence of profits.

Provided that the above remuneration be paid to Ms. Janet Dsouza even if it exceeds One percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

FURTHER RESOLVED that where in any financial year during the period from 1st April, 2025, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Ms. Janet Dsouza, Non-Executive Non-Independent Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board and its committee be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

ITEM NUMBER 6: APPROVAL FOR REVISION OF REMUNERATION OF MS. CHRISTBELL FELIX KADAM (DIN: 08676062), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of such authorities as may be required, the consent of the Members be and is hereby accorded for revision of the remuneration of Ms. Christbell Felix Kadam, Non-Executive Non-Independent Director w.e.f. April 01, 2025 , as set out in the explanatory statement annexed hereto, notwithstanding that the remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act due to inadequacy or absence of profits.

Provided that the above remuneration be paid to Ms. Christbell Felix Kadam even if it exceeds One percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

FURTHER RESOLVED that where in any financial year during the period from 1st April, 2025, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Ms. Christbell Felix Kadam, Non-Executive Non-Independent Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board and its committee be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

**For and behalf of the Board of Directors of
Cospower Engineering Limited
Sd/-**

**Felix Shridhar Kadam
Chairperson And Managing Director
DIN: 02880294**

**Registered Address:
H.No 940, S.No. 134/17A,
Pazar Talao Road Chandrapada,
Vaki Pada, Juchandra, Naiga, on East,
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Notice of Extra-Ordinary General Meeting

NOTES TO THE NOTICE: -

1. IN LINE WITH THE GENERAL CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, GENERAL CIRCULAR NO.17/2020 DATED APRIL 13, 2020, CIRCULAR NO. 20/2020 DATED MAY 05, 2020, CIRCULAR NO. 02/2021 DATED JANUARY 13, 2021, CIRCULAR NO. 19/2021 DATED DECEMBER 8, 2021, CIRCULAR NO. 21/2021 DATED DECEMBER 14, 2021 CIRCULAR NO. 02/2022 DATED MAY 5, 2022 AND CIRCULAR NO. 10/2022 DATED DECEMBER 28, 2022 RESPECTIVELY, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS AND CIRCULAR NO. SEBI/HO/ CFD/CMD1/CIR/ P/2020/79 DATED MAY 12, 2020, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR /P/2021/11 DATED JANUARY 15, 2021 AND CIRCULAR SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022 ISSUED BY SEBI, OWING TO THE DIFFICULTIES INVOLVED IN DISPATCHING OF PHYSICAL COPIES, NOTICE OF AGM ARE BEING SENT IN ELECTRONIC MODE TO MEMBERS WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS/ LIST OF BENEFICIAL OWNERS AS RECEIVED FROM NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL")/ CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ("CDSL") AND WHOSE EMAIL ADDRESS IS AVAILABLE WITH THE COMPANY OR THE DEPOSITORY PARTICIPANTS OR RTA OF THE COMPANY AS ON 21ST NOVEMBER 2025.
2. THE NOTICE OF THE EOGM IS BEING SENT THROUGH ELECTRONIC MODE ONLY TO THOSE MEMBERS WHOSE EMAIL ADDRESS IS REGISTERED WITH THE COMPANY/ DEPOSITORIES. MEMBERS MAY NOTE THAT THE NOTICE WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE WWW.COSPOWERINDIA.COM WEBSITE OF THE STOCK EXCHANGE, I.E. ON BSE LIMITED FOR RECEIVING ALL COMMUNICATION (INCLUDING ANNUAL REPORT) FROM THE COMPANY ELECTRONICALLY MEMBERS ARE REQUESTED TO REGISTER/UPDATE THEIR EMAIL ADDRESSES WITH THE RELEVANT DEPOSITORY PARTICIPANT.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
4. IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY- EIGHT HOURS.
5. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.
6. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.
9. In line with the aforesaid MCA Circulars, the Notice calling the EOGM is being only sent electronically to the members on their registered email address who have registered their e-mail address with the Depositories / Company as on 21st November 2025, Members may note that the Notice has been uploaded on the website of the Company at www.cospowerindia.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Bigshare Services Pvt. Ltd, (RTA), or to the Company at its Registered Office in respect of their physical shares. In case of joint holders attending the Meeting, only such joint

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holder who is higher in the order of names will be entitled to vote at the Meeting. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.

12. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 12th December 2025.
13. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from 13th December 2025 to 19th December 2025 (both days inclusive).

GUIDELINES FOR ELECTRONIC VOTING:

1. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through ballot paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e- voting shall be able to exercise the right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
2. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. M/s Jaymin Modi & Co Practicing Company Secretary Firm has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
5. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 11th July 2025 only shall be entitled to avail the facility of remote e-voting / voting.
6. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchange.
7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 19th December 2025.
8. The venue of the EOGM shall be deemed to be the Registered Office of the Company at S No.18. 3rd Floor, B Block, Win Win Hub, Jntu Hi Tech City Main Road, Madhapur, Khanamet, Rangareddy, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081 and the Route Map is annexed in this Notice.

The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period commences on Monday, 15th December 2025 at 9:00 a.m. and ends on Thursday 18th December 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., Friday 12th December 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, i.e., Friday 12th December 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:

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period.

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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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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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, the homepage of e-Voting will open.

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

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

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 (i.e. Manoj Parakh & Associates) by e-mail info@csjmco.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those Shareholders whose email ids/mobile no. 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 cs@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 cs@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 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.

For and behalf of the Board of Directors of
Cospower Engineering Limited
Sd/-
Felix Shridhar Kadam
Chairperson And Managing Director
DIN: 02880294

Registered Address:
H.No 940, S.No. 134/17A,
Pazar Talao Road Chandrapada,
Vaki Pada, Juchandra, Naiga, on East,
Thane, Naigaon, Maharashtra, India, 401208

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COSPOWER ENGINEERING LIMITED
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present Authorised Share Capital of the Company is Rs. 1,75,00,000/- (Rupees One Crore Seventy-Five Lakhs) divided into 17,50,000 (Seventeen Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only), the Board at its Meeting held on 22nd November 2025 had accorded its approval for increasing the Authorised Share Capital up to Rs. 2,00,00,000/- (Rupees Two Crore) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 1 of this Notice, for the approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NUMBER 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH:

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 22nd November 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI ((ICDR)) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 1,62,000 (One Lakh Sixty Two Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 990/- (Rupees Nine Hundred and Ninety Only) per Equity Share total aggregating to Rs. 16,03,80,000/- (Rupees Sixteen Crore Three Lakhs Eighty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI ((ICDR)) Regulations and other applicable laws subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

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Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

1. Objects of the Preferential Issue:

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
For funding the capital expenditure requirements of the Company, including investments in new projects as well as expansion, modernization, and upgradation of existing facilities.	11,27,00,000	Within 12 months form the date of allotment of securities.
For meeting the Company's working capital requirements to support its operational activities, strengthen liquidity, and ensure smooth business functioning	1,00,00,000	Within 12 months form the date of allotment of securities.
For general corporate purposes of the Company:	3,76,80,000	Within 12 months form the date of allotment of securities.
Total	16,03,80,000	

As the proposed total issue size does not exceed Rs. 100 crores, thus Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, appointment of Monitoring Agency is not applicable.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor.

Accordingly, the same is dependent on a variety of 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 Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

The funds will be kept as Deposits/Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 1,62,000 (One Lakh Sixty-Two Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 990/- (Rupees Nine Hundred and Ninety Only) per Equity Share total aggregating to Rs. 16,03,80,000/- (Rupees Sixteen Crore Three Lakhs Eighty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

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f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 19th November 2025, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

The Equity Shares of the Company is listed exclusively on BSE Limited and the Equity Shares are frequently traded. The price is determined pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 990/- (Rupees Nine Hundred and Ninety Only) per warrant which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottee & allottees acting in concert a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://cel.net.in/cospower-engineering-report/>

The Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018 as issued by Practicing Company Secretary can also be accessed on the company website on the following link <https://cel.net.in/annexure-v/>

4. Name and Address of Valuer who performed Valuation:

Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA Office Add: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: bhavesh@cabr.in Mobile: +91 9769 11 34 90

The valuation report of the Registered Valuer pursuant to Regulation 164 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://cel.net.in/cospower-engineering-report/>

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 16,03,80,000/- (Rupees Sixteen Crore Three Lakhs Eighty Thousand Only).

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	11,01,999	65.81	11,01,999	60.01
2	Foreign				
	Sub Total (A)	11,01,999	65.81	11,01,999	60.01

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B	Non-Promoter Holding				
1	Institutions				
1a	Institutions (Domestic)				
1b	Institutions (Foreign)				
2	Non – Institutions				
2a	Individuals (share Capital up to Rs. 2 lakhs)	2,94,751	17.60	2,94,751	16.05
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	2,58,250	15.42	4,20,250	22.88
2c	Non-Resident Indians (NRIs)	14,250	0.85	14,250	0.78
2d	Bodies Corporate	2,500	0.15	2,500	0.14
2e	Any Other (specify)	2,750	0.16	2,750	0.15
	Sub-Total (B)	5,72,501	34.19	7,34,501	39.99
C1	Shares underlying DRs				
C2	Shares held by Employee Trust				
C	Non-Promoter – Non- Public	5,72,501	34.19	7,34,501	39.99
	Grand Total (A+B+C)	16,74,500	100.00	18,36,500	100.00

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the equity shares.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

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

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. 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:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on <https://cel.net.in/pcs-compliance-certificate/>

17. Undertakings:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the company are in dematerialized form only;

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18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Swapna Gunda	Non-Promoter Public	Not Applicable	-	-	1,62,000	1,62,000	8.82	Non-Promoter Public

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

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In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NUMBER 3: APPROVAL FOR REVISION OF REMUNERATION OF MR. OSWALD ROSARIO DSOUZA (DIN: 02711251), WHOLE-TIME DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013

The Board of Directors of the Company vide resolution passed on 04th September 2024 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, appoint Mr. Oswald Rosario Dsouza as Whole-time director of the Company.

At the 14th Annual General Meeting of the Company held on 30th September, 2024 ("14th AGM"), based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee ("NRC"), the Shareholders had *inter alia* approved payment of Total Remuneration to Mr. Oswald Rosario Dsouza as Whole-time director of the Company for a period of 3 years with effect from 04th September, 2024 as under:

Total Remuneration of Rs. 18,06,876 /- per annum including perquisites, benefits, incentives and other allowances.

Mr. Oswald Rosario Dsouza the Whole-time Director with Expertise in Electrical Engineering with core competency in power saving and power quality improvement. He is having more than 15 Years of experience in the area of Electrical Engineering, management and administration. Recognizing these contributions and following the recommendation of the NRC, the Board of Directors at its Meeting held on 22nd November, 2025, approved a revision in the Total Remuneration to be paid to Mr. Oswald Rosario Dsouza for a period from 1st April, 2025 up to 3rd September, 2027, being the remainder period for which his remuneration was earlier approved by Members at the 14th AGM, as follows:

Total Remuneration of Rs. 43,75,000 /- per annum including perquisites, benefits, incentives and other allowances.

Except for the revision in the Total Remuneration amount, all other terms and conditions of remuneration, as approved earlier by the Members at the 14th AGM remain unchanged and continue to be effective.

The above remuneration will be paid to Mr. Oswald Rosario Dsouza even if it exceeds Ten percent of the net profits of the Company in accordance with sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Members of the Company for payment of remuneration to Whole-Time Directors of the Company from time to time. Where in any financial year during the period from 1st April, 2025 up to 3rd September, 2027, the Company has no profits or its profit share inadequate, the Company may pay the above remuneration to Mr. Oswald Rosario Dsouza, whole-time Directors of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

The details of terms of appointment and remuneration payable to Mr Oswald Rosario Dsouza are given below:

Particulars	Mr. Oswald Rosario Dsouza
Tenure	3 years w.e.f. 04 th September 2024 to 03 rd September 2027
Revised Salary Inclusive of all allowances and incentives	up to Rs. 43,75,000 /- per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:	
(1) Nature of industry	Manufacturing Industry (electrical panels, harmonic filters and substation and equipment mounting structure)
(2) Date or expected date of commencement of commercial production	Business of the Company started from 2004, since the Company is in service industry then the date or expected date of commencement of commercial production is not applicable.

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(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators Amount in Lakhs	Particulars Amount in lakhs	31st March 2023	31st March 2024	31st March 2025
	PBT	37.07	19.56	218.25
	PAT	20.82	11.48	153.28
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	Diploma Graduate in Electrical Engineering from Government of Karnataka and Diploma Graduate in Marketing and Business Administration from IITC, Mumbai			
(2) Past remuneration	Rs. 43,75,000 /- p.a.by way of salary w.e.f. April 01, 2025.			
(3) Recognition or awards	NA			
(4) Job profile and his suitability	has vast experience in the production & management of operations			
(5) Remuneration proposed	It is proposed to pay consolidated remuneration to Mr. Oswald Rosario Dsouza up to Rs. 43,75,000 /- p.a.by way of salary w.e.f. April 01, 2025.			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr Oswald Rosario Dsouza was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders. In comparison, the overall remuneration paid to Mr. Oswald Rosario Dsouza is comparable to the remuneration being paid in Manufacturing Industry.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Oswald Rosario Dsouza has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 3 of this Notice.			

Except Mr. Oswald Rosario Dsouza and his relatives for Item Number 3, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Item Number 3 of the Notice for approval of the Members.

ITEM NUMBER 4: APPROVAL FOR REVISION OF REMUNERATION OF MR FELIX SHRIDHAR KADAM (DIN: 02880294), MANAGING DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013

The Board of Directors of the Company vide resolution passed on 04th September 2024 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, appoint Mr. Felix Shridhar Kadam as Managing director of the Company.

At the 14th Annual General Meeting of the Company held on 30th September, 2024 ("14th AGM"), based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee ("NRC"), the Shareholders had *inter alia* approved payment of Total Remuneration to Mr. Felix Shridhar Kadam as Managing director of the Company for a period of 3 years with effect from 04th September, 2024 as under:

Total Remuneration of Rs. 18,06,876 /- per annum including perquisites, benefits, incentives and other allowances.

Mr. Felix Shridhar Kadam the Managing Director with Expertise in Marketing and Business Administration, He is having more than 15 Years of experience. Recognizing these contributions and following the recommendation of the NRC, the Board of Directors at its Meeting held on 22nd November, 2025, approved a revision in the Total Remuneration to be paid to Mr. Felix Shridhar Kadam for a period from 1st April, 2025 up to 3rd September, 2027, being the remainder period for which his remuneration was earlier approved by Members at the 14th AGM, as follows:

Total Remuneration of Rs. 43,75,000 /- per annum including perquisites, benefits, incentives and other allowances.

Except for the revision in the Total Remuneration amount, all other terms and conditions of remuneration, as approved earlier by the Members at the 14th AGM remain unchanged and continue to be effective.

The above remuneration will be paid to Mr. Felix Shridhar Kadam even if it exceeds Ten percent of the net profits of the Company in accordance with sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Members of the Company for payment of remuneration to Managing Directors of the Company from time to time. Where in any financial year during the period from 1st April, 2025 up to 3rd September, 2027, the Company has no profits or its profit share inadequate, the Company may pay the above remuneration to Mr. Felix Shridhar Kadam, Managing Directors of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

The details of terms of appointment and remuneration payable to Mr Felix Shridhar Kadam are given below:

Particulars	Mr. Felix Shridhar Kadam
Tenure	3 years w.e.f. 04 th September 2024 to 03 rd September 2027

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Revised Salary Inclusive of all allowances and incentives	up to Rs. 43,75,000 /- per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	Manufacturing Industry (electrical panels, harmonic filters and substation and equipment mounting structure)			
(2) Date or expected date of commencement of commercial production	Business of the Company started from 2004, since the Company is in service industry then the date or expected date of commencement of commercial production is not applicable.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators Amount in Lakhs	Particulars Amount in lakhs	31st March 2023	31st March 2024	31st March 2025
	PBT	37.07	19.56	218.25
	PAT	20.82	11.48	153.28
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	Diploma in Mechanical and Diploma course in Marketing and Business Administration			
(2) Past remuneration	Rs. 43,75,000 /- p.a.by way of salary w.e.f. April 01, 2025.			
(3) Recognition or awards	NA			
(4) Job profile and his suitability	has vast experience in the production & management of operations			
(5) Remuneration proposed	It is proposed to pay consolidated remuneration to Mr. Felix Shridhar Kadam up to Rs. 43,75,000 /- p.a.by way of salary w.e.f. April 01, 2025.			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr Felix Shridhar Kadam was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders.			
	In comparison, the overall remuneration paid to Mr. Felix Shridhar Kadam is comparable to the remuneration being paid in Manufacturing Industry.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Felix Shridhar Kadam has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 4 of this Notice.			

Except Mr. Felix Shridhar Kadam and his relatives for Item Number 4, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Item Number 4 of the Notice for approval of the Members.

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ITEM NUMBER 5: APPROVAL FOR REVISION OF REMUNERATION OF MS. JANET DSOUZA (DIN: 08676037), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013

Ms. Janet Dsouza was appointed as the Director of the Company on January 22, 2020. As the Non-Executive Non-Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee and considering the above experience and the prevailing industry standards for managerial remuneration, the Board of Directors, in its meeting held on November 22, 2025 has recommended an increase in the remuneration of Ms. Janet Dsouza from Rs. 34.93 Lakhs per annum for an amount up to Rs. 43.75 Lakhs per annum, as detailed hereunder, effective April 1, 2025, subject to the approval of the members.

The above remuneration will be paid to Ms. Janet Dsouza even if it exceeds One percent of the net profits of the Company in accordance with sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Non-Independent Director of the Company from time to time. Where in any financial year w.e.f. 01st April 2025, the Company has no profits or its profit share inadequate, the Company may pay the above remuneration to Ms. Janet Dsouza, Non-Executive Non-Independent Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

Except Ms. Janet Dsouza and his relatives for Item Number 5, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Item Number 5 of the Notice for approval of the Members.

ITEM NUMBER 6: APPROVAL FOR REVISION OF REMUNERATION OF MS. CHRISTBELL FELIX KADAM (DIN: 08676062), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013

Ms. Christbell Felix Kadam, was appointed as the Director of the Company on January 22, 2020. As the Non-Executive Non-Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee and considering the above experience and the prevailing industry standards for managerial remuneration, the Board of Directors, in its meeting held on November 22, 2025 has recommended an increase in the remuneration of Ms. Christbell Felix Kadam from Rs. 34.93 Lakhs per annum for an amount up to Rs. 43.75 Lakhs per annum, as detailed hereunder, effective April 1, 2025, subject to the approval of the members.

The above remuneration will be paid to Ms. Christbell Felix Kadam even if it exceeds One percent of the net profits of the Company in accordance with sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Non-Independent Director of the Company from time to time. Where in any financial year w.e.f. 01st April 2025, the Company has no profits or its profit share inadequate, the Company may pay the above remuneration to Ms. Christbell Felix Kadam, Non-Executive Non-Independent Director of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

Except Ms. Christbell Felix Kadam and his relatives for Item Number 6, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Item Number 6 of the Notice for approval of the Members.

**For and behalf of the Board of Directors of
Cospower Engineering Limited
Sd/-
Felix Shridhar Kadam
Chairperson And Managing Director
DIN: 02880294**

Registered Address:
H.No 940, S.No. 134/17A,
Pazar Talao Road Chandrapada,
Vaki Pada, Juchandra, Naiga, on East,
Thane, Naigaon, Maharashtra, India, 401208

CosPower Engineering Limited

Registered Office & Works
No. 940, Sr. No.134/17A,Pazar Talav Road,
Vaki Pada, Tal. Vasai, Naigaon East,
Maharashtra 401208 India.

Sales Office :
Delhi, Mumbai, Kolkata
Chennai, Hyderabad,
Jalna, Dhaka

Tel. : +91 8007036857
E-mail : contact@cel.net.in
Website : www.cel.net.in
CIN No. : L31908MH2010PLC208016



COSPOWER ENGINEERING LIMITED
Notice of Extra-Ordinary General Meeting

ATTENDANCE SLIP

Name & Address of the Shareholder	
Joint-holder(s) (if any)	
Regd. Folio/ DP ID & Client ID	
No. of Shares Held	

I Hereby Record My Presence at the Extra Ordinary General Meeting of the members of Cospower Engineering Limited held on 19th December 2025 at 09:30 am (IST) at the registered office of the company situated at H. No. 940, S.No. 134/17a, Pazar Talao Road Chandrapada, Vaki Pada, Juchandra, Naiga, On East, Thane, Nagaon, Maharashtra, India, 401208.

Signature of the Shareholder/ Proxy Present.

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the Meeting.
3. Please read the instruction carefully before exercising your vote.

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COSPOWER ENGINEERING LIMITED
Notice of Extra-Ordinary General Meeting

FORM NO: MGT- 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)

Registered Address

E-mail ID

Folio No/ Client Id

DP ID

I/We, being the member (s) of the shares of Cospower Engineering Ltd, hereby appoint;

1. Name:

Address:

Email ID:

Signature: _____, or failing him

2. Name:

Address:

Email ID:

Signature: _____, or failing him

3. Name:

Address:

Email ID:

Signature: _____,

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 members of Cospower Engineering Limited to be held on 19th December 2025 at 09:30 am (IST) at the registered office of the company situated at H. No. 940, S.No. 134/17a, Pazar Talao Road Chandrapada, Vaki Pada, Juchandra, Naiga, On East, Thane, Nagaon, Maharashtra, India, 401208 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1.	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY
2.	TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.
3.	APPROVAL FOR REVISION OF REMUNERATION OF MR. OSWALD ROSARIO DSOUZA (DIN: 02711251), WHOLE-TIME DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.
4.	APPROVAL FOR REVISION OF REMUNERATION OF MR. FELIX SHRIDHAR KADAM (DIN: 02880294), MANAGING DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.
5.	APPROVAL FOR REVISION OF REMUNERATION OF MS. JANET DSOUZA (DIN: 08676037), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.
6.	APPROVAL FOR REVISION OF REMUNERATION OF MS. CHRISTBELL FELIX KADAM (DIN: 08676062), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.

Signed this ___ day of _____, 2025.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

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 full text of the aforesaid resolutions, statements, and notes, please refer to the Notice, including the explanatory statement, convening this extra ordinary general meeting of the Company.

CosPower Engineering Limited

Registered Office & Works

No. 940, Sr. No.134/17A,Pazar Talav Road,
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CIN No. : L31908MH2010PLC208016



COSPOWER ENGINEERING LIMITED
Notice of Extra-Ordinary General Meeting

BALLOT PAPER
(PURSUANT TO RULE 20 OF THE (MANAGEMENT & ADMINISTRATION) RULES, 2014 READ ALONG WITH SECRETARIAL STANDARD -2 [SS-2])

Name of the Company: Cospower Engineering Ltd

Registered Office: S.No. 134, Village -Wakipada, Pazar Talao Road, Naigaon East, Tal-Vasai, Palghar, Maharashtra, 401208.

Sl. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters):	
2	Postal address	
3	Registered folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary/Special resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner

Sl. No	Item No. / Short description of the resolutions	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY			
2	TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.			
3	APPROVAL FOR REVISION OF REMUNERATION OF MR. OSWALD ROSARIO DSOUZA (DIN: 02711251), WHOLE-TIME DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.			
4	APPROVAL FOR REVISION OF REMUNERATION OF MR. FELIX SHRIDHAR KADAM (DIN: 02880294), MANAGING DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.			
5	APPROVAL FOR REVISION OF REMUNERATION OF MS. JANET DSOUZA (DIN: 08676037), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.			
6	APPROVAL FOR REVISION OF REMUNERATION OF MS. CHRISTBELL FELIX KADAM (DIN: 08676062), NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, EXCEEDING THE LIMITS PRESCRIBED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013.			

(Signature of the shareholder/proxy holder)

Date:

Place:

CosPower Engineering Limited

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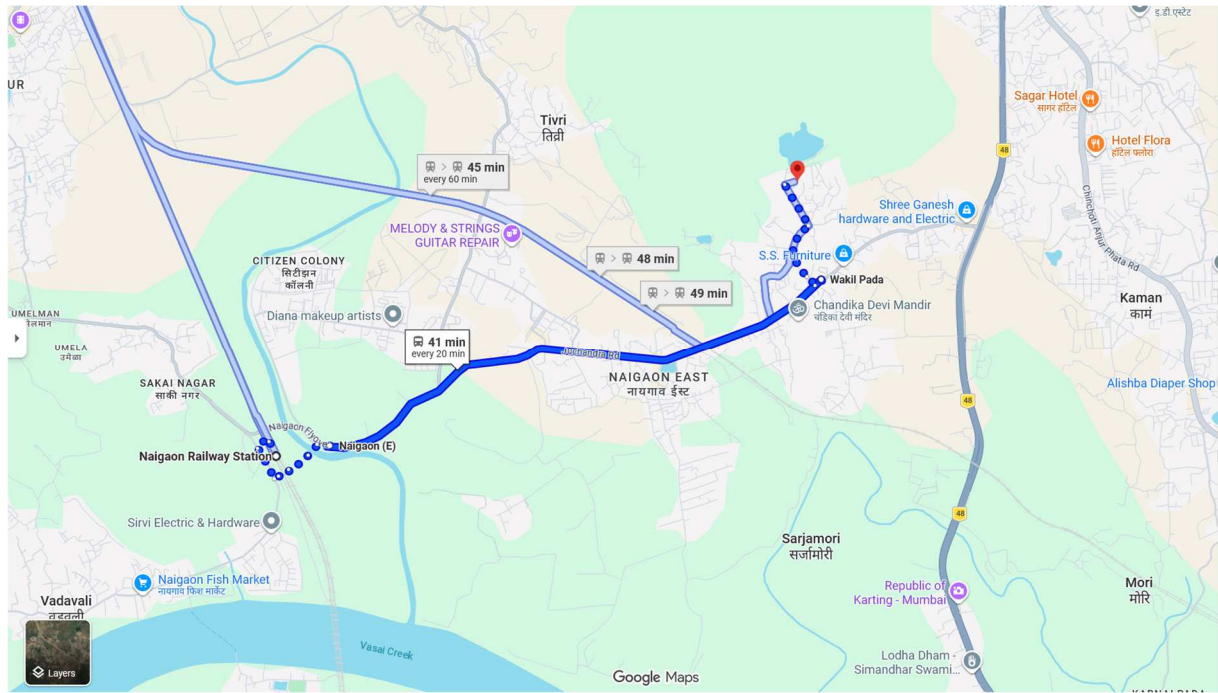
Website : www.cel.net.in

CIN No. : L31908MH2010PLC208016



COSPOWER ENGINEERING LIMITED
Notice of Extra-Ordinary General Meeting

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING



Venue: S.No. 134, Village -Wakipada, Pazar Talao Road, Naigaon East, Tal-Vasai, Palghar , Maharashtra, 401208

From: Naigaon Railway Station, Naigaon, Maharashtra 401202

CosPower Engineering Limited

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