



# Power & Instrumentation (Guj.) Limited

AN ISO 9001 : 2008 COMPANY

CIN : L32201G1983PLC006456

Date: 11.07.2024

To, THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai-400051 Scrip Symbol: PIGL	To, BSE Ltd. Floor 25, P. J. Towers Dalal Street, Mumbai - 400 001 Scrip Code: 543912
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## Sub: Submission of Extra Ordinary General Meeting Notice

With reference to the above captioned subject, we would like to inform you that Company's Extra-ordinary General Meeting (EGM) will be held on Monday, 05<sup>th</sup> August, 2024 at the Registered office of the Company situated at B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054 at 12.30 P.M. and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Notice of Extra Ordinary General Meeting ("Notice") duly sent to the members.

The Notice is also available on the website of the Company i.e. <https://power-instrumentation.grouppower.org/>.

Please take the same on your record.

Yours faithfully,  
For, POWER AND INSTRUMENTATION (GUJARAT) LIMITED

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PADMARAJ PADMANABHAN PILLAI  
MANAGING DIRECTOR  
(DIN: 00647590)



Registered Office : B-1104, Sankalp Iconic Tower, Opp. Vikramnagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad-380058.  
T. : +91-79-40051222 / 40031612 / E-mail : admin@grouppower.org Url : www.grouppower.org

AHMEDABAD ♦ MUMBAI ♦ DELHI ♦ PUNE ♦ GOA ♦ INDORE ♦ KOCHI ♦ RAIPUR



# Power & Instrumentation (Guj.) Limited

AN ISO 9001 : 2008 COMPANY

CIN : L32201G1983PLC006456

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of **POWER AND INSTRUMENTATION (GUJARAT) LIMITED** will be held on Monday, August 05, 2024 at 12.30 p.m. at the Registered Office of the Company at B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054 to transact the following business:-

### SPECIAL BUSINESSES:

#### Item No. 1

#### **Appointment of Mr. Amit R. Uttamchandani (DIN: 10278185) as an Independent Director on the Board of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, Regulation 16(1)(b), 17, 25 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Amit R. Uttamchandani (DIN: 10278185), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 06.05.2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 06.05.2024 to 05.05.2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to file necessary e-forms and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### Item No. 2

#### **To approve increase in Remuneration of Mr. Padmaraj Padmanabhan Pillai, Managing Director of the Company**

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

**“RESOLVED THAT** in supersession to the resolution passed at 36th Annual General Meeting held on 31st December, 2020 and pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, approval of the members of the Company be

and is hereby accorded for payment of remuneration, benefits and amenities to Mr. Padmaraj Padmanabhan Pillai, as Managing Director of the Company w.e.f 1<sup>st</sup> August 2024, in accordance with the terms and conditions as set out in the explanatory statement with liberty to Board of Directors to alter and/or to vary the terms and conditions, including the terms of remuneration, as may be agreed to, between the Board of Directors and Mr. Padmaraj Padmanabhan Pillai.

**RESOLVED FURTHER THAT** the remuneration shall consist of any and/or all of the following:

- Monthly salary, as may be decided by the Board;
- Perquisites / Allowances / Stock Options / Restricted Stock Units;
- Other benefits (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Padmaraj Padmanabhan Pillai and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

**RESOLVED FURTHER THAT** in case of absence of profit or in adequate profit in any financial year, during the currency of the tenure of Mr. Padmaraj Padmanabhan Pillai as a Managing Director of the Company, the remuneration by way of salary, perquisites, bonus, etc., as per Explanatory Statement shall be treated as Minimum Remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to file necessary e-forms and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution.”

### **Item No. 3**

**To approve increase in Remuneration of Mrs. Padmavati Padmanabhan Pillai, Executive Director of the Company**

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

“**RESOLVED THAT** in supersession to the resolution passed at 36th Annual General Meeting held on 31st December, 2020 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded for payment of remuneration, benefits and amenities to Mrs. Padmavati Padmanabhan Pillai, Executive Director of the Company w.e.f 1<sup>st</sup> August 2024, under the terms and conditions as set out in the explanatory statement with liberty to Board of Directors to alter and/or to vary the terms and conditions, including the terms of remuneration, as may be agreed to, between the Board of Directors and Mrs. Padmavati Padmanabhan Pillai.”

**RESOLVED FURTHER THAT** the remuneration shall consist of any and/or all of the following:

- Monthly salary, as may be decided by the Board;
- Perquisites / Allowances / Stock Options / Restricted Stock Units;
- Other benefits (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mrs. Padmavati Padmanabhan Pillai and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

**RESOLVED FURTHER THAT** in case of absence of profit or in adequate profit in any financial year, during the currency of the tenure of Mrs. Padmavati Padmanabhan Pillai, Executive Director of the Company, the remuneration by way of salary, perquisites, bonus, etc., as per Explanatory Statement shall be treated as Minimum Remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to file necessary e-forms and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution.”

#### **Item No. 4**

#### **To approve increase in Remuneration of Mrs. Kavita Padmaraj Pillai, Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded for payment of remuneration, benefits and amenities to Mrs. Kavita Padmaraj Pillai, Executive Director of the Company w.e.f 1<sup>st</sup> August 2024, in accordance with the terms and conditions as set out in the explanatory statement with liberty to Board of Directors to alter and/or to vary the terms and conditions, including the terms of remuneration, as may be agreed to, between the Board of Directors and Mrs. Kavita Padmaraj Pillai”

**RESOLVED FURTHER THAT** the remuneration shall consist of any and/or all of the following:

- Monthly salary, as may be decided by the Board;
- Perquisites / Allowances / Stock Options / Restricted Stock Units;
- Other benefits (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mrs. Kavita Padmaraj Pillai and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

**RESOLVED FURTHER THAT** in case of absence of profit or in adequate profit in any financial year, during the currency of the tenure of Mrs Kavita Padmaraj Pillai, Executive Director of the Company, the remuneration by way of salary, perquisites, bonus, etc., as per item no. 4 of Explanatory Statement shall be treated as Minimum Remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to file necessary e-forms and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution.”

**Registered Office:-**

By Order of the Board of Directors,  
For, **Power and Instrumentation (Gujarat) Limited**

B-1104 Sankalp Iconic,  
Opp Vikram Nagar,  
Iscon Temple Cross Road,  
S.G. Highway,  
Ahmedabad, Gujarat-380054.

**Sd/-**

Mr. Padmaraj Padmanabhan  
Pillai  
**Managing Director**

**Sd/-**

Mr. Sumeet Dileep  
Agnihotri  
**Chairman**

Date:- 08.07.2024

Place:- Ahmedabad

**Notes:**

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.

4. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (M/s. Skyline Financial Services Pvt. Ltd) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. <https://power-instrumentation.grouppower.org/> and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 5<sup>th</sup> July, 2024 will receive the Notice through electronic mode.
5. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours i.e. 9 A.M. to 5 P.M. up to the date of the Extraordinary General Meeting.
6. In case of joint holders attending the Extra Ordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
8. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
9. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - a. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
  - b. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination.

As mandated by SEBI, members holding physical shares must mandatorily update their KYC-PAN, Nomination Details, Bank Details and Contact details with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, having office at C-4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai, Maharashtra, 400072, Email: [mumbai@skylinerta.com](mailto:mumbai@skylinerta.com) or with the Company [priyaacs@grouppower.org](mailto:priyaacs@grouppower.org), quoting their KYC, PAN, Nomination Details, Bank Details and Contact Details with their respective Depository Participants.

**10. Process and manner for members opting for voting through Electronic means:**

- i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business

to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, July29, 2024 shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Monday, July29, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part
- iv. The remote e-voting will commence on Friday, August02, 2024 at 9.00 a.m. and will end on Sunday, August04, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Monday, July29, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- vi. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members 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. Monday, July29, 2024.

**1. Process for those members whose email ids are not registered:**

**a) For members holding shares in Physical mode**

Please provide necessary details like 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 priyacs@grouppower.org.

**b) Members holding shares in Demat mode:**

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) by email to priyacs@grouppower.org.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting&amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>



	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders shall log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders/Members” module.
  - 3) Now Enter your User ID
    - a. For CDSL:16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on “Login”.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders other than individual shareholders holding shares in demat
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested send an email to the Company's RTA at <a href="https://www.skylinerta.com/">https://www.skylinerta.com/</a> to obtain a sequence number for such login.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <POWER AND INSTRUMENTATION (GUJARAT) LIMITED> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; priyacs@grouppower.org, if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process For Those Shareholders Whose Email/Mobile No. Are Not Registered with The Company/Depositories:

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding attending e-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no.1800 22 55 33.

11. The Company has appointed M/s. Vishwas Sharma & Associates, Practising Company Secretary (Membership No. FCS: 12606; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process for the EGM, in a fair and transparent manner.
12. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (i.e. BSE Limited and National Stock Exchange of India Limited) and shall also be displayed on the Company's website i.e. <https://power-instrumentation.grouppower.org/> and on the websites of the stock exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
13. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

**Registered Office:-**

B-1104 Sankalp Iconic,  
OppVikram Nagar,  
Iscon Temple Cross Road,  
S.G. Highway,  
Ahmedabad, Gujarat-380054.

By Order of the Board of Directors,  
For, **Power and Instrumentation (Gujarat) Limited**

**Sd/-**

Mr. Padmaraj Padmanabhan  
Pillai  
**Managing Director**

**Sd/-**

Mr. Sumeet Dileep  
Agnihotri  
**Chairman**

Date:- 08.07.2024

Place:- Ahmedabad

## ANNEXURE 1

### **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 1**

The members of the Company are hereby informed that the Board of Directors of the Company has appointed Mr. Amit R. Uttamchandani (DIN:10278185) as Additional Directors under the Independent Category in their meeting held on May 06, 2024.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on May 06, 2024 have appointed Mr. Amit R. Uttamchandani (DIN: 10278185) as an Additional Non Executive-Independent Director on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from May 06, 2024 subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Amit R. Uttamchandani (DIN: 10278185) as a Director. The Director has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Amit R. Uttamchandani will not be liable to determination by retirement of directors by rotation at the General Meetings.

Mr. Amit R. Uttamchandani has given their consent to act as the Director of the Company. Also, as per the confirmations received from them, they are not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Amit R. Uttamchandani has Confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has reviewed the capabilities of Mr. Amit R. Uttamchandani vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Amit R. Uttamchandani as Independent Directors, for a term of 5 (five) consecutive years effective from 06.05.2024.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining to his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Amit R. Uttamchandani as Independent Directors, not liable to retire by rotation, for

a period of 5 (five) consecutive years with effect from 06.05.2024 to 05.05.2029, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Amit R. Uttamchandani setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to priyacs@grouppower.org.

The Board commends the resolutions as set out in the Notice for approval of the members as Special Resolution.

Except Mr. Amit R. Uttamchandani to whom these resolutions relate along with and their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

## **ITEM NO.2**

Members are hereby informed that Mr. Padmaraj Padmanabhan Pillai was re-appointed as Managing Director of the Company by the members at the EGM held on 13<sup>th</sup> March, 2021.

The members are hereby informed that the Company in its 36<sup>th</sup> Annual General Meeting held on December 31, 2020 has obtained approval of members for revision of the remuneration paid to Mr. Padmaraj Padmanabhan Pillai.

Based on skills, experience, knowledge and performance evaluation and pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the Board of Directors, at its meeting held on July 08, 2024 based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members and, proposes to revise the Remuneration of Mr. Padmaraj Padmanabhan Pillai.

The Members are hereby requested to consider the revision in remuneration of Mr. Padmaraj Padmanabhan Pillai, Managing Director of the Company.

**The principal terms and conditions of revision of Managerial Remuneration to be paid to Mr. Padmaraj Padmanabhan Pillai as the managing Director of the Company are as follows:**

1. **Salary:** Salary not exceeding of Rs. 9,00,000/- per month w.e.f. 01/08/2024.

Perquisites and allowances shall be evaluated as per the income tax rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.- NOT APPLICABLE.

2. **Provident Fund, Superannuation / Annuity fund (Retirals):** Company's contribution to provident fund and superannuation or annuity fund, gratuity and other Retirals shall be paid in accordance with the applicable rules of the Company and statutory provisions calculated as percentage of Basic salary, to the extent these either singly or together are not taxable under the Income Tax Act.

3. **Performance Incentives:** In addition to the salary and perquisites, Mr. Padmaraj Padmanabhan Pillai shall be entitled to such performance incentives in any financial year during his remaining tenure as may be determined by the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee.

### **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein in any financial year, during the currency of the tenure of Mr. Padmaraj Padmanabhan Pillai as Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites, etc., as specified above.

Section 197 read with Schedule V of the Companies Act, 2013 requires the Company to obtain the approval of Shareholders by means of a Special resolution for revision of remuneration terms and in case the remuneration payable exceeds the limits in case of inadequacy of profits.

The Board accordingly recommends the special resolution at item no. 2 of this notice for the approval of the Members.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013, forms part of this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Padmaraj Padmanabhan Pillai, is in any way, concerned or interested, financially or otherwise, in aforementioned resolution.

**STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISOR OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013:**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:**

The Company is engaged in providing design, installation, maintenance, and repairs for energy-efficient power and distribution transformer, generators, Compressors, Load Banks, and more.

**(2) Date or expected date of commencement of commercial production:**

Power & Instrumentation (Gujarat) Ltd, founded in 1983, has emerged as a prominent player in the electrical contracting and equipment industry. The company's service portfolio encompasses a wide spectrum, such as indoor and outdoor sub-stations, transformers, diesel generating sets, power distribution panels, lighting solutions, uninterrupted power supply systems, access control systems, and building management systems.

**(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 as the Company is an existing Company.

**(4) Financial performance based on given indicators:**

**Particulars FY 2023-24**

**(Rs. In Lacs)**

<b>Effective Capital</b>	5121.59
<b>Total Income</b>	9888.62
<b>Profit (Before Tax)</b>	772.97

**(5) Foreign investments or collaborations, if any: NA**

**II. INFORMATION ABOUT THE APPOINTEE:**

**(1) Background details:** The background details and profile of Mr. Padmaraj Padmanabhan Pillai are stated in "PROFILE OF DIRECTORS" to this Notice.

**(2) Past remuneration:** Rs. 4,50,000/- P.M

**(3) Recognition or awards:** None

**(4) Job profile and suitability:** He is associated as Managing Director of the Company and is entrusted with substantial powers of management of the affairs of the company. He is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company.

**(5) Remuneration proposed:** Remuneration payable to Mr. Padmaraj Padmanabhan Pillai is proposed to increase to 9,00,000/- P.M.

**(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):**

Considering the responsibility shouldered by him of the enhanced business activities of the Company, remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Apart from the remuneration and perquisites paid to them as Managing Director as stated above and his respective shareholding held directly or indirectly in the Company do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

### **III. OTHER INFORMATION:**

**(1) Reasons of loss or inadequate profits:** - Due to higher borrowing cost & deployment of fund in long term projects.

**(2) Steps taken or proposed to be taken for improvement**

The Company is taking significant steps to reduce cost and increase revenue.

**(3) Expected increase in productivity and profits in measurable terms**

The profit is expected to grow considering the performance of the Company.

### **ITEM NO.3**

Mrs. Padmavati Padmanabhan Pillai was appointed as Director of the Company since 1983.

The members are hereby informed that the Company in its 36<sup>th</sup> Annual General Meeting held on December 31, 2020 has obtained approval of members for revision of the remuneration paid to Mrs. Padmavati Padmanabhan Pillai.

Based on skills, experience, knowledge and performance evaluation and pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the Board of Directors, at its meeting held on July 08, 2024 based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members and, proposes to revise the Remuneration of Mrs. Padmavati Padmanabhan Pillai.

Members are hereby requested to consider the revision in remuneration of Mrs. Padmavati Padmanabhan Pillai, Executive Director of the Company.

**The principal terms and conditions of revision of Managerial Remuneration to be paid to Mrs. Padmavati Padmanabhan Pillai as the Executive Director of the Company are as follows:**

1. **Salary:** Salary not exceeding of Rs. 2,40,000/- per month w.e.f. 01/08/2024.

Perquisites and allowances shall be evaluated as per the income tax rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.//NOT APPLICABLE

**2. Provident Fund, Superannuation / Annuity fund (Retirals):** Company's contribution to provident fund and superannuation or annuity fund, gratuity and other Retirals shall be paid in accordance with the applicable rules of the Company and statutory provisions calculated as percentage of Basic salary, to the extent these either singly or together are not taxable under the Income Tax Act.

**3. Performance Incentives:** In addition to the salary and perquisites, Mrs. PadmavatiPadmanabhan Pillai shall be entitled to such performance incentives in any financial year during his remaining tenure as may be determined by the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein in any financial year, during the currency of the tenure of Mrs. PadmavatiPadmanabhan Pillai as Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites, etc., as specified above.

Section 197 read with Schedule V of the Companies Act, 2013 requires the Company to obtain the approval of Shareholders by means of a Special resolution for revision of remuneration terms and in case the remuneration payable exceeds the limits in case of inadequacy of profits.

The Board accordingly recommends the special resolution at item no.3 of this notice for the approval of the Members.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013, forms part of this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mrs. PadmavatiPadmanabhan Pillai, is in any way, concerned or interested, financially or otherwise, in aforementioned resolution.

**STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISOR OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013:**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:**

The Company is engaged in providing design, installation, maintenance, and repairs for energy-efficient power and distribution transformer, generators, Compressors, Load Banks, and more.

**(2) Date or expected date of commencement of commercial production:**

Power & Instrumentation (Gujarat) Ltd, founded in 1983, has emerged as a prominent player in the electrical contracting and equipment industry The company's service portfolio encompasses a wide spectrum, such as indoor and outdoor sub-stations, transformers, diesel generating sets, power distribution panels, lighting solutions, uninterrupted power supply systems, access control systems, and building management systems



**(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 as the Company is an existing Company.

**(4) Financial performance based on given indicators:**

**Particulars FY 2023-24 (Rs. In Lacs)**

<b>Effective Capital</b>	5121.59
<b>Total Income</b>	9888.62
<b>Profit (Before Tax)</b>	772.97

**(5) Foreign investments or collaborations, if any :NA**

## **II. INFORMATION ABOUT THE APPOINTEE:**

**(1)Background details:** The background details and profile of Mrs. Padmavati Padmanabhan Pillai are stated in "PROFILE OF DIRECTORS" to this Notice

**(2) Past remuneration:** Rs. 1,20,000/- P.M

**(3) Recognition or awards:** None

**(4) Job profile and her suitability:** She is associated as Executive Director with the Company since year 1983.

**(5) Remuneration proposed:**

Remuneration payable to Mrs. Padmavati Padmanabhan Pillai is proposed to increase to 2,40,000/- P.M.

**(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):**

Considering the responsibility shouldered by her of the enhanced business activities of the Company, remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Apart from the remuneration and perquisites paid to them as Director as stated above and his respective shareholding held directly or indirectly in the Company do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

## **III. OTHER INFORMATION:**

**(1) Reasons of loss or inadequate profits:** - Due to higher borrowing cost & deployment of fund in long term projects.

**(2) Steps taken or proposed to be taken for improvement**

The Company is taking significant steps to reduce cost and increase revenue.

**(3) Expected increase in productivity and profits in measurable terms**

The profit is expected to grow considering the performance of the Company.

#### **ITEM NO.4**

Mrs.KavitaPadmaraj Pillai was appointed and designated as Executive Director of the Company by the members at the AGM held on 30<sup>th</sup>September,2021.

The members are hereby informed that the Company in its 36<sup>th</sup> Annual General Meeting held on December 31, 2020 has obtained approval of members for revision of the remuneration paid to Mrs. Kavita Padmaraj Pillai.

Based on skills, experience, knowledge and performance evaluation and pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the Board of Directors, at its meeting held on July 0, 2024 based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members and, proposes to revise the Remuneration of Mrs. Kavita Padmaraj Pillai.

The Members are hereby requested to consider the revision in remuneration of Mrs. KavitaPadmaraj Pillai, ExecutiveDirectorof the Company.

**The principal terms and conditions of revision of Managerial Remuneration to be paid to Mrs. KavitaPadmaraj Pillai as the ExecutiveDirector of the Company are as follows:**

1. **Salary:** Salary not exceeding of Rs. 2,67,000/- per month w.e.f. 01/08/2024.

Perquisites and allowances shall be evaluated as per the income tax rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.//NOT APPLICABLE

**2. Provident Fund, Superannuation / Annuity fund (Retirals):** Company's contribution to provident fund and superannuation or annuity fund, gratuity and other Retirals shall be paid in accordance with the applicable rules of the Company and statutory provisions calculated as percentage of Basic salary, to the extent these either singly or together are not taxable under the Income Tax Act.

**3. Performance Incentives:** In addition to the salary and perquisites, Mrs. KavitaPadmaraj Pillai shall be entitled to such performance incentives in any financial year during his remaining tenure as may be determined by the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee.

#### **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein in any financial year, during the currency of the tenure of Mrs. KavitaPadmaraj Pillai as ExecutiveDirector of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites, etc., as specified above.

Section 197 read with Schedule V of the Companies Act, 2013 requires the Company to obtain the approval of Shareholders by means of a Special resolution for revision of remuneration terms and in case the remuneration payable exceeds the limits in case of inadequacy of profits.

The Board accordingly recommends the special resolution at item no.4 of this notice for the approval of the Members.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013, forms part of this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mrs. KavitaPadmaraj Pillai, is in any way, concerned or interested, financially or otherwise, in aforementioned resolution.

**STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISIO OF SECTION II OF PART II OF SCHEDULE V TO**

**THE COMPANIES ACT, 2013:**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:**

The Company is engaged in providing design, installation, maintenance, and repairs for energy-efficient power and distribution transformer, generators, Compressors, Load Banks, and more.

**(2) Date or expected date of commencement of commercial production:**

Power & Instrumentation (Gujarat) Ltd, founded in 1983, has emerged as a prominent player in the electrical contracting and equipment industry The company's service portfolio encompasses a wide spectrum, such as indoor and outdoor sub-stations, transformers, diesel generating sets, power distribution panels, lighting solutions, uninterrupted power supply systems, access control systems, and building management systems.

**(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 as the Company is an existing Company.

**(4) Financial performance based on given indicators:**

**Particulars FY 2023-24**

**(Rs. In Lacs)**

<b>Effective Capital</b>	5121.59
<b>Total Income</b>	9888.62
<b>Profit (Before Tax)</b>	772.97

**(5) Foreign investments or collaborations, if any :NA**

**II. INFORMATION ABOUT THE APPOINTEE:**

**(1)Background details:** The background details and profile of Mrs. Kavita Padmaraj Pillai are stated in "PROFILE OF DIRECTORS" to this Notice

**(2) Past remuneration:** Rs. 1,33,500/- P.M

**(3) Recognition or awards:** NA

**(4) Job profile and his suitability:** She is Executive Director of the Company . She joined the board of the company with effect from year 2021. She is graduate and she has more than decade of experience in HR and admin manager.

**(5) Remuneration proposed:**

Remuneration payable to Mrs. KavitaPadmaraj Pillai is proposed to increase to 2,67,000/- P.M.

**(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):**

Considering the responsibility shouldered by her of the enhanced business activities of the Company, remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Apart from the remuneration and perquisites paid to them as Director as stated above and his respective shareholding held directly or indirectly in the Company do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

### **III. OTHER INFORMATION:**

**(1) Reasons of loss or inadequate profits:** - Due to higher borrowing cost & deployment of fund in long term projects.

**(2) Steps taken or proposed to be taken for improvement**

The Company is taking significant steps to reduce cost and increase revenue.

**(3) Expected increase in productivity and profits in measurable terms**

The profit is expected to grow considering the performance of the Company.

## ANNEXURE 2- PROFILE OF DIRECTORS

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased in this EGM are as given hereunder:

S. N.	Name of Director	Mr. Amit R. Uttamchandani	Mr. Padmaraj Padmanabhan Pillai,	Mrs. Padmavati Padmanabhan Pillai	Mrs. Kavita Padmaraj Pillai
1.	DIN	10278185	00647590	02026354	07731925
2.	Age /Date of Birth	12/11/1989	14/12/1976	14/03/1949	27/11/1977
3.	Date of first Appointment on the Board	06/05/2024	26/03/1996	12/09/1983	30/06/2021
4.	Brief Resume, Qualification and experience in specific functional area	Mr. Amit Rameshbhai Uttamchandani is graduate and associate member of Institute of Chartered Accountant (ICAI). Currently, he is serving as Practicing Chartered Accountant and providing wide range of services to the Corporate Clients in the matter of Direct & Indirect Taxation, Finance, and Audit.	Mr. Padmaraj is truly a technocrat, attributing his success in numerous turnkey electrical projects to the speculation that he was dedicated to providing incredibly more value to the Organisation, employees and clients than anybody else in the industry.	Padmavati Padmanabhan Pillai, aged 73 years, is the Executive Director and Promoter of our Company. She has well experience in Human Management. Mrs. Pillai joined the Board of Directors of the company since its inception. She has 25+ years of experience in the industry	Mrs. Kavita Padmaraj Pillai, aged 45 years, is the Executive Director of our Company, She joined the Board of the Company with effect from the year 2021. She is graduate and she has more than a decade of experience in the HR & Admin Manager
5.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Financial Management, Taxation, Accounting Management, Audit	Expertise in Electrical sector	Expertise in Human Management	Expertise as the HR & Admin Manager

6.	Directorship held in other companies	1. Mafia Trends Limited	1. Peaton Electrical Company Limited	1. Peaton Electrical Company Limited	1. Peaton Electrical Company Limited
7.	Membership/ Chairmanship of Committees of other Boards	1. Mafia Trends Limited- Chairman of Audit Committee & Nomination & Remuneration Committee	NIL	NIL	NIL
8.	Number of Board Meetings attended during the financial year 2024-25	1	2	2	2
9.	Remuneration last drawn from Company and Stock Options granted, if any	Nil	Rs. 4,50,000/-	Rs 1,20,000/-	Rs 1,33,502/-
10.	Details of remuneration sought to be paid	Not Applicable	Upto Rs. 9,00,000/- p.m.	Upto Rs. 2,40,000/- p.m.	Upto Rs. 3,00,000/- p.m.
11.	Listed entities from Which the Director has resigned from Directorship in last 3 (three years)	NIL	NIL	NIL	NIL
12.	Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from May 06, 2024 to May 05, 2029 and shall not be liable to	As per Nomination & Remuneration Policy	As per Nomination & Remuneration Policy	As per Nomination & Remuneration Policy

		retire by rotation.			
13.	Number of shares held in the company a) Individually b) For other persons on a beneficial basis	NIL	32,59,800 equity shares of Rs. 10/- each representing of 25.80% stake in the Company	11,00,000 equity shares of Rs. 10/- each representing of 8.71% stake in the Company	11,65,000 equity shares of Rs. 10/- each representing of 9.22% stake in the Company
14.	Relationship with any Director(s ) of the Company	He is not related to any Director or KMP and Promoters of the company	Mr. Padmaraj Padmanabhan Pillai is son of Mrs. <b>Padmavati Padmanabhan Pillai and husband of Mrs. Kavita Padmaraj Pillai</b>	<b>Mrs. Padmavati Padmanabhan Pillai is mother of Mr. Padmaraj Padmanabhan Pillai</b>	<b>Mrs. Kavita Padmaraj Pillai is wife of Mr. Padmaraj Pillai</b>

**Registered Office:-**

B-1104 Sankalp Iconic,  
Opp Vikram Nagar,  
Iscon Temple Cross Road,  
S.G. Highway,  
Ahmedabad, Gujarat-380054.

By Order of the Board of Directors,  
For, **Power and Instrumentation (Gujarat) Limited**

Sd/-

Mr. Padmaraj Padmanabhan  
Pillai  
**Managing Director**

Sd/-

Mr. Sumeet Dileep  
Agnihotri  
**Chairman**

Date:- 08.07.2024  
Place:- Ahmedabad

**\*ATTENDANCE SLIP\***

**POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**Registered Office:** B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054.

**Mobile :** +919099916450

**CIN No. :** L32201GJ1983PLC006456**Email:** priyacs@grouppower.org

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**DPID/ CLIENT ID:** \_\_\_\_\_

**Registered Folio No.:** \_\_\_\_\_

**No of Shares:** \_\_\_\_\_

**Name(s) and address of the Shareholders/Proxy in Full:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, August 05, 2024 at 12.30 p.mat the Registered Office of the Company at B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054.**

\_\_\_\_\_

**Signature of Shareholder/ Proxy**

**NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.**



**POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**Registered Office:** B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054.

**Mobile.** : +919099916450

**CIN No.** : L32201GJ1983PLC006456**Email:** priyacs@grouppower.org

**FORM 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]

CIN:	L32201GJ1983PLC006456
Name of the company:	POWER AND INSTRUMENTATION (GUJARAT) LIMITED
Registered office:	B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054.

Name of the member(s):  
Registered address:  
Email Id:  
Folio No./Client Id:  
DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail 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 company to be held on Monday, August 05, 2024 at 12.30 p.m. at the Registered Office of the Company at B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad, Gujarat-380054., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Option	
		For	Against
1.	Appointment of Mr. Amit R. Uttamchandani (DIN: 10278185) as an Independent Director on the Board of the Company		

2.	To approve increase in Remuneration of Mr. Padmaraj Padmanabhan Pillai, Managing Director of the Company		
3.	To approve increase in Remuneration of Mrs. Padmavati Padmanabhan Pillai, Executive Director of the Company		
4.	To approve increase in Remuneration of Mrs. Kavita Padmaraj Pillai, Executive Director of the Company		

Signed this..... day of..... 2024.

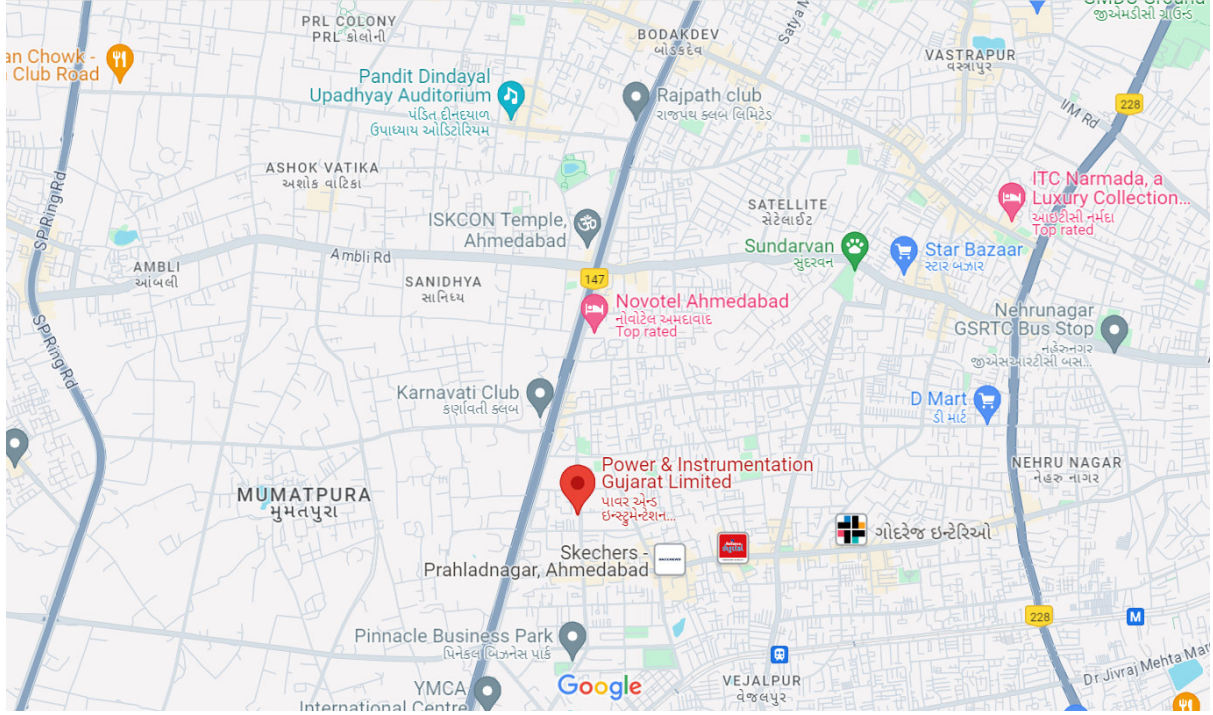
Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Notes:**

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. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.  
  
\*\* This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

## **ROUTE MAP TO EGM VENUE**



### **Registered Office of the Company:**

B-1104 Sankalp Iconic, Opp Vikram Nagar, Iscon Temple Cross Road, S.G. Highway, Ahmedabad,  
Gujarat-380054