

Date: 04/05/2026

To,  
BSE Limited,  
The Corporate Relationship Dept.,  
Floor 25, P J Towers, Dalal Street, Mumbai 400 001.

Scrip Code: 544440

Subject: Intimation of Notice of Postal Ballot under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sir,

We attach herewith a copy of the postal ballot notice dated 30<sup>th</sup> April, 2026 seeking consent of the Members of the Company through remote e-voting process by electronic means to transact the businesses as set out in the said Postal Ballot Notice.

The Postal Ballot Notice has been sent only through electronic mode to the Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. Friday, 1st May, 2026, in compliance with the applicable provisions of the Companies Act, 2013 read with relevant MCA and SEBI circulars. Members are also requested to note the following:

SN	Particular	Date	Time
1	Cut-off date for determining the members eligible for e-voting/postal ballot	01.05.2026	-
2	Date of dispatch of the postal ballot notice through e-mail	04.05.2026	-
3	Date and time of commencement of remote e-voting/postal ballot	06.05.2026	9:00 am
4	Date and time of the closure of remote e-voting/postal ballot (Remote e-voting facility will be disabled beyond this date and time)	04.06.2026	5:00 pm

The Notice shall also be available on the website of the Company and can be accessed by clicking weblink: <https://cryogenicogs.com/investors.html>

Thanking you,

Yours faithfully

For CRYOGENIC OGS LIMITED  
(Formerly Known as Cryogenic Liquide Private Limited)

RASHMI KAMLESH OTAVANI  
Company Secretary & Compliance Officer

**POSTAL BALLOT NOTICE**

***(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)***

Dear Members,

**NOTICE** is hereby given that the resolutions set out below are proposed for approval by the members of Cryogenic OGS Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Company has engaged the services of the NSDL, an agency authorized to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting period</b>	9:00 A.M. IST on Wednesday, 6 <sup>th</sup> May, 2026
<b>Conclusion of remote e-voting period</b>	5:00 P.M. IST on Thursday, 4 <sup>th</sup> June, 2026

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5:00 P.M. on Thursday, 4<sup>th</sup> June, 2026, the Detailed Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and Ruchita Patel & Associates acting as the scrutinizer shall declare the voting result along with the Scrutinizer’s Report and the same shall be communicated and intimated to the Stock Exchanges, where the Equity Shares of the Company are listed. The same will also be uploaded on the Company’s website at <https://www.cryogenicogs.com>

## Special Business:

### 1. Approval of transactions under Section 185 of the Companies Act, 2013

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

RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.20,00,00,000/- (Rupees Twenty Crores only), or any other body corporate(s) in which any Director of the Company is interested or deemed to be interested within the meaning of Section 185 of the Act, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing entity for its principal business activities only.

RESOLVED FURTHER THAT the aggregate outstanding amount of such loan(s), guarantee(s) and/or security(ies) to all Eligible Entities shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crore only) at any point in time and the exposure to any single Eligible Entity shall not exceed Rs. 10,00,00,000/- (Rupees Ten Crore only) or such lower limit as may be approved by the Audit Committee from time to time.

RESOLVED FURTHER THAT the aforesaid approval shall continue to remain in force unless and until modified by the Members of the Company.

RESOLVED FURTHER THAT all such transactions shall be undertaken on an arm's length basis and, where applicable, in the ordinary course of business, carry an interest rate not lower than prevailing market benchmarks (including MCLR / external benchmark rates or such other rate as may be justified and documented) supported by appropriate documentation, including loan agreements and utilisation undertakings.

RESOLVED FURTHER THAT all such transactions shall be in accordance with applicable law, compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including approval of Members for material related party transactions, wherever applicable, compliance with limits prescribed under Section 186 of the Companies Act, 2013, wherever applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to identify Eligible Entities from time to time within the above categories, to determine detailed terms and conditions including tenure, repayment, security, covenants, and other commercial terms, delegate powers to any Committee, Director(s) or Key Managerial Personnel, to execute all necessary agreements, documents and writings and to do all such acts, deeds and things as may be necessary, expedient and incidental to give effect to this resolution.

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RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorised to make necessary filings, disclosures to stock exchanges and regulatory authorities and to do all such acts, deeds and things as may be required to give effect to this resolution.

**2. Approval of Material Related Party Transactions with Infravolt Engineering Private Limited, a subsidiary company**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") read with Sections 185, 186 & 188 and other provisions, if any, as applicable, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such statutory / regulatory approvals, permissions and consents as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof) to enter into and / or undertake material related party transaction(s) including to advance loan(s), and / or give guarantee(s), and / or provide security(ies), in one or more tranches to, and /or to purchase or sale of goods/services and/or transfer of resources, from/to, Infravolt Engineering Private Limited, a subsidiary company (under process of incorporation) and related party of the Company, for an aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only) during FY 2026-27, on such terms and conditions including tenure, interest rate, security, repayment and other terms as may be determined by the Board, in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

Date: 30-04-2026

By the Order of the Board of Directors

Registered Office :  
60, 61, 62, 63 Por Industrial Park,  
Behind Sahyog Hotel, Por – 391243,  
Vadodara, Gujarat, India

NILESH NATVARLAL PATEL  
Managing Director  
DIN: 01368574

**NOTES:**

- 1) The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder, setting out material facts in respect of the business set out under this notice, is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
- 2) In compliance with the MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company, RTA / Depositories / Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 1st May, 2026 (“cut-off date”). A person who is not a Member as on the cut-off date should treat this Notice for informational purposes only.
- 3) The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, shall only be entitled to cast vote through remote e-voting.
- 4) In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting. Accordingly, the physical copies of this Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
- 5) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs.
- 6) The company has created an exclusive E-mail Id: [cs@cryogenicogs.com](mailto:cs@cryogenicogs.com) for quick redressal of shareholders/investors grievances.
- 7) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide E-voting facility through NSDL for all the members of the Company to enable them to cast their votes electronically only and the instructions for E-voting are attached separately.
- 8) The Board of Directors of the Company has appointed M/s. Ruchita Patel & Associates, Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and the said firm have communicated their willingness to be appointed and will be available for same purpose.
- 9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, 1<sup>st</sup> May, 2026. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. Friday, 1<sup>st</sup> May, 2026 only, shall be entitled to avail the facility of e-voting.

- 10) The remote e-voting period begins on from 9.00 a.m. (IST) on Wednesday, 6<sup>th</sup> May, 2026 and end e-voting at 5.00 p.m. (IST) on Thursday, 4<sup>th</sup> June, 2026. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 1<sup>st</sup> May, 2026 may cast their vote electronically.
- 11) The Scrutinizer, after scrutinizing the votes cast through e-voting and through remote e-voting will, not later than 48 hours of conclusion of the evoting, 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 [www.cryogenicogs.com](http://www.cryogenicogs.com) and the results shall simultaneously be communicated to the BSE Limited.
- 12) The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the Members convened on that behalf. The resolution, if approved by the requisite majority of Members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on Thursday, 4<sup>th</sup> June, 2026.
- 13) Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer as well as company through e-mail at [cs@cryogenicogs.com](mailto:cs@cryogenicogs.com).
- 14) Members may note that in terms of Regulation 23 of SEBI Listing Regulations, related parties shall abstain from voting on Item No. 1 to the extent applicable.

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</li> </ol>

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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.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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 [www.cdslindia.com](http://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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
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.

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



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1. 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@cryogenicogs.com](mailto:cs@cryogenicogs.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

### General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@cryogenicogs.com](mailto:cs@cryogenicogs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Hardik Thakkar at [evoting@nsdl.com](mailto:evoting@nsdl.com)
4. The Board of Directors has appointed M/s. Ruchita Patel & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
5. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot viz. on or before Thursday, 4<sup>th</sup> June, 2026. The Scrutinizer's decision on the validity of votes cast will be final.

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6. The results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website <https://www.cryogenicogs.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Thursday, 4<sup>th</sup> June, 2026.

## **EXPLANATORY STATEMENT**

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

The following statement sets out all the material facts relating the Resolution No. 1 to 2 to be passed as mentioned in the accompanying Notice:

### **ITEM 1:**

The Company, in the course of its business operations, may be required to provide financial assistance by way of loans, guarantees or securities to its group entities and other entities in which Directors of the Company are interested, to support their business requirements and operational efficiency.

As per the provisions of Section 185 of the Companies Act, 2013, a company may advance loan, including any loan represented by a book debt, or give guarantee or provide security in connection with any loan taken by any person in whom any of the directors of the company is interested, subject to the approval of the Members by way of a Special Resolution and subject to the condition that such loans are utilised by the borrowing entities for their principal business activities.

In order to provide operational flexibility, ensure timely financial support, and avoid repetitive approvals for each transaction, it is proposed to obtain an enabling approval from the Members within defined limits, safeguards and control mechanisms.

The key features of the proposed approval are as follows:

- Categories of Eligible Entities: Subsidiaries, associates, and other body corporates in which Directors are interested
- Nature of transactions: Loan(s), guarantee(s) and/or security(ies)
- Aggregate limit: Up to Rs. 20,00,00,000/- (Rupees Twenty Crore only) outstanding at any point in time
- Per entity limit: Up to Rs. 10,00,00,000/- (Rupees Ten Crore only)
- Validity: Till the further modification by the members
- Purpose: To be utilised strictly for principal business activities
- Pricing: On arm's length basis with reference to market benchmarks
- Controls: Documentation, utilisation certification, and periodic monitoring

Further, such transactions may qualify as Related Party Transactions under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be subject to prior approval of the Audit Committee, including omnibus approvals, and approval of Members in case of material transactions.

The Board is of the opinion that the proposed enabling approval, with adequate safeguards and controls, is in the interest of the Company and its stakeholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their interest, if any, in the Eligible Entities.



The Board recommends the resolution as set out in item no 1 in the notice as Special Resolution for approval of the Members.

**ITEM 2:**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The Company proposes to provide loan(s), and/or give guarantee(s), and/or provide security(ies), in one or more tranches to and / or purchase or sale of goods/services from/to, the subsidiary of the Company, for an aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only) during the FY 2026-27. The proposed transaction qualifies as a related party transaction under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Considering the value of the proposed transaction, the approval of the Members is being sought pursuant to Regulation 23 of the SEBI Listing Regulations.

The Board of Directors, based on the recommendation of the Audit Committee, is of the opinion that the proposed transaction is in the best interest of the Company and recommends the resolution as set out in Item No. 2 of the Notice as an ordinary resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding and/or interest in Infravolt Engineering Private Limited, if any, are concerned or interested, financially or otherwise, in the said resolution.

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No.	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A(1) Basic details of the related party</b>		
1.	Name of the related party	INFRAVOLT ENGINEERING PRIVATE LIMITED
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To carry on the business of manufacturing, fabricating, assembling, processing, machining, and supplying precision-engineered and precision-manufactured components, parts, and assemblies for a wide range of industries, including but not limited to the solar energy sector and the railway industry, and to undertake all allied, incidental, and ancillary activities in connection therewith.
<b>A(2) Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Cryogenic OGS Limited is the Holding Company of Infravolt Engineering Private Limited
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Direct holding (51%)
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil
<b>A(3) Details of previous transactions with the related party</b>		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Not Applicable as the subsidiary is newly incorporated.

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2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No

**A(4) Amount of the proposed transactions (All types of transactions taken together)**

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only),
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Approx. 24.39%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
6.	Financial performance of the related party for the immediately preceding financial year.	Newly incorporated entity

**A(5) Basic details of proposed transactions to be approved**

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1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> <li>- Purchase or sell of goods</li> <li>- Avail or render services</li> <li>- Providing loan, guarantees, security</li> <li>- Transfer of resources</li> </ul>
2.	Details of the proposed transaction	<p>The Company may consider proposed transactions to /from, Infravolt Engineering Private Limited upto ₹10 Crore:</p> <ul style="list-style-type: none"> <li>- advance advance loan(s), and / or provide guarantee(s), and / or security(ies), in one or more tranches</li> <li>- Avail or render services</li> <li>- Providing loan, guarantees, security</li> <li>- Transfer of resources</li> </ul>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval member is being sought for FY 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crore Only), in a financial year.</p> <p>NA</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	To support working capital requirements, business expansion, operational continuity and growth of subsidiary, which is expected to strengthen consolidated business operations of the Company.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>a. Mr. Nilesh Natvarlal Patel, Mrs. Kiran Patel &amp; Mr. Dhairya Patel</p> <p>b. Not Applicable</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable

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9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
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**Part B: Additional Information**
**B(1) Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process has been applied
2.	Basis of determination of price.	On an arm's length prices
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	NA

**B(2) Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

1.	Source of funds in connection with the proposed transaction.	Internal accruals / surplus funds as may be decided from time to time
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No specific indebtedness presently proposed
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	At arm's length basis / prevailing market linked rate / mutually agreed commercial terms
5.	Maturity / due date	NA
6.	Repayment schedule & terms	Upon approval, the Board of Directors shall, in consultation with the Subsidiary Company, determine the repayment schedule and other terms and conditions, which shall be

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		mutually agreed between the parties.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Only for the principal business activities and lawful business purposes

**Part C: Additional Information**
**C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

1.	Latest credit rating of the related party	Not Applicable
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	Not Applicable

**OTHER INFORMATION**

1.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and	Supports the growth of the subsidiary, thereby enabling strategic expansion and long-term value creation for the
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	other material terms and conditions of RPT.	Company.
2.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Audit Committee has reviewed certificate submitted by CFO under RPT Industry Standards
3.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	Audit Committee approved and Board recommends shareholders' approval
4.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable (no valuation report)
5.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	No commercial information requiring redaction
6.	Any other information that may be relevant.	NA

Date: 30-04-2026

By the Order of the Board of Directors

 Registered Office :  
 60, 61, 62, 63 Por Industrial Park,  
 Behind Sahyog Hotel, Por – 391243,  
 Vadodara, Gujarat, India,

 NILESH NATVARLAL PATEL  
 Managing Director  
 DIN: 01368574