Ref. No.: CML/30/2026-27/NSE

Date: 04th September, 2026

**To,**
**The Manager - Listing Compliance**
**National Stock Exchange of India Limited**
**Exchange Plaza, Plot No. C-1, Block-G,**
**Bandra Kurla Complex, Bandra (E),**
**Mumbai-400051**

**Company Symbol: CMNL**

Dear Sir/Madam,

**Sub: Intimation Regarding Annual General Meeting, E-Voting and Submission of Notice.**

We would like to inform you that the 23rd Annual General Meeting (AGM) of Chaman Metallics Limited is scheduled to be held on 30th September, 2026 at 04:00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the remote e-voting facility to its shareholders to exercise their vote by electronic means and the business may be transacted through e-voting services and VC/OAVM facility provided by National Securities Depository Limited (NSDL) vide EVEN-141887.

The remote e-voting period shall commence on Sunday, 27th September, 2026 (09:00 A.M.) and ends on Tuesday, 29th September, 2026 (05:00 P.M). During this period and during the AGM, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2026 may cast their vote electronically.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find attached herewith the Notice of 23rd AGM.

We request you to take the above information on your records and disseminate the same on your respective website.

Thanking You,

Yours faithfully,
**For CHAMAN METALLICS LIMITED**

RAHUL RELWANI
Digitally signed by RAHUL RELWANI
Date: 2026.09.04 22:57:24 +05'30'

**Rahul Relwani**
**Company Secretary and Compliance Officer**

CIN : L27100MH2003PLC143049

Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70

Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF CHAMAN METALLICS LIMITED ('THE COMPANY') WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES:**

1. **Adoption the Audited Financial Statements.**
   To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2026 and the Reports of the Board of Directors and the Auditors thereon.

2. **Re-appointment of a Director.**
   To appoint a Director in place of Mr. Ramesh Kumar Agrawal (DIN: 00748853), who retires by rotation and being eligible, offers himself for re-appointment.

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

   **"RESOLVED THAT** Mr. Ramesh Kumar Agrawal (DIN: 00748853), who retires by rotation in terms of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation.**"**

**SPECIAL BUSINESSES:**

3. **Ratification of Remuneration of Cost Auditors.**
   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

   **RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.**"**

4. **Re-appointment of Mr. Keshav Kumar Agrawal (DIN: 02460958) as the Joint-Managing Director and Chief Financial Officer of the Company and approval of remuneration.**
To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such other approvals, permissions and sanctions as may be required, and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee and the Board, the consent and approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Keshav Kumar Agrawal (DIN: 02460958) as the Joint-Managing Director and Chief Financial Officer of the Company for a further period of five (5) years commencing from 17th August, 2027 and ending on 16th August, 2032, whose office shall be liable to determination by retirement of directors by rotation, upon the terms & conditions of re-appointment including the payment of remuneration, perquisites other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Keshav Kumar Agrawal.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Keshav Kumar Agrawal shall be subject to provisions of Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the terms of appointment and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Joint Managing Director & Chief Financial Officer.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.**"**

5. **Re-appointment of Mr. Chetan Kumar Agrawal (DIN: 00748916) as a Managing Director of the Company and approval of remuneration.**
To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such other approvals, permissions and sanctions as may be required, and based on the recommendation of the Nomination and Remuneration Committee and the

Audit Committee and the Board, the consent and approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Chetan Kumar Agrawal (DIN: 00748916) as the Managing Director of the Company for a further period of five (5) years commencing from 12th July, 2027 and ending on 11th July, 2032, whose office shall be liable to determination by retirement of directors by rotation, upon the terms & conditions of re-appointment including the payment of remuneration, perquisites other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Chetan Kumar Agrawal.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Chetan Kumar Agrawal shall be subject to provisions of Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the terms of appointment and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.**"**

6. **Re-appointment of Mr. Sumit Dahiya (DIN: 09685509), Independent Director for another term 5 (five) years.**

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

   **"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Mr. Sumit Dahiya (DIN: 09685509), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years w.e.f. 26th July, 2027 upto 25th July, 2032.

   **RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

7. **Re-appointment of Ms. Disha Keshariya (DIN: 09621345), Independent Director for another term five (5) years.**

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Ms. Disha Keshariya (DIN: 09621345), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years w.e.f. 26th July, 2027 upto 25th July, 2032.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.**"**

**By order of the Board of Directors**
**SD/-**
**Rahul Relwani**
**Company Secretary & Compliance Officer**

**Date: 27th August, 2026**
**Place: Raipur**

**IMPORTANT NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('**Act**') setting out material facts concerning the special businesses of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('**Meeting/AGM'**) are also annexed.

2. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard by MCA, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

   Further, notice of the AGM along with the Annual Report for the financial year ("FY") 2025-26 is being sent by electronic mode to those Members whose email address is registered with the Company or MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar & Share Transfer Agent ("RTA") or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively referred to as the "Depositories". Additionally, the Company will also send a letter to the shareholders providing the web-link for accessing the Annual Report to those Members who have not registered their email address with the Company, RTA or Depositories, in accordance with the applicable provisions of the SEBI Listing Regulations. The Notice of the AGM along with the Annual Report for FY 2025-26 is available on the following websites:
   (a) Company - https://cmlgrgroup.com/
   (b) National Stock Exchange of India Limited - https://www.nseindia.com; and
   (c) NSDL - https://www.evoting.nsdl.com

   In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the SEBI Listing Regulations and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), the 23$^{rd}$ AGM of the Company is being held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") on Wednesday, 30$^{th}$ September, 2026, at 4:00 P.M. (IST). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at A-26, M.I.D.C, Tadali Growth Centre, Tadali, Chandrapur, Maharashtra - 442406.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON THEIR BEHALF AND SUCH PROXY (IES) NEED NOT BE MEMBER(S) OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis as per the MCA Circulars.

5. Institutional/corporate shareholders (i.e., other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at ca.psinghania@gmail.com with a copy marked to evoting@nsdl.com Corporate Members/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

6. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

8. In accordance with the aforesaid MCA Circulars and the relevant SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Annual Report 2025-26 to those Members who request the same at cs@cmlgrgroup.com or info@cmlgrgroup.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 23rd AGM along with the Annual Report 2025-26 will also be available on the website of the Company at www.cmlgrgroup.com, website of the Stock Exchange i.e. the National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.

9. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form, quoting their folio number/DP ID and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to cs@cmlgrgroup.com.

12. The Company's Registrar and Share Transfer Agent for its share registry work (Physical & Dematerialized) is MUFG Intime India Private Limited.

13. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

14. SEBI has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Also, on June 8, 2018, SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 had amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and mandated transfer of shares in dematerialized form alone. SEBI w.e.f. April 01, 2019 mandated securities of a listed company can be transferred in dematerialized form only.

15. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the matters of Business as appearing at Item No. 3 to 7 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.

16. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. The nomination form may be filed with the respective Depository Participant.

17. **NRI Shareholders:**
    The non-resident Indian shareholders are requested to inform the company immediately about:
    1. The change in the residential status on return to India for Permanent settlement.
    2. The particulars of NRO bank account in India if not furnished earlier.

18. **Remote e-Voting:**
    The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The facility for voting shall also be made available during the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right during the Annual General Meeting. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for voting electronically are annexed hereto as **Annexure III** for the reference of the members.

19. **Request to Members:**
Members are requested to send their Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at cs@cmlgrgroup.com at least seven (7) days in advance of the Meeting so as to enable the Board/ Management to respond suitably at the AGM.

**By order of the Board of Directors**
**SD/-**
**Rahul Relwani**
**Company Secretary & Compliance Officer**

**Date: 27th August, 2026**
**Place: Raipur**


**Regd. Office & Works :** A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
**Corporate Office :** "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**The following Explanatory Statement sets out all the material facts relating to the Businesses under Item No. 3, 4, 5, 6 and 7 of the accompanying this Notice.**

**ITEM NO. 3:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S N & Company, Practicing Cost & Management Accountants (FRN: 000309) to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027 at a remuneration of ₹1,00,000/- (Rupees One Lakh Only).

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31st March, 2027.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**ITEM NO. 4:**

Mr. Keshav Kumar Agrawal (DIN: 02460958) was designated as Joint Managing Director of the Company for a period of 5 (five) years with effect from 17th August, 2022 to 16th August, 2027. His present tenure as the Joint Managing Director of the Company is due to expire on 16th August, 2027. Considering his valuable contribution, experience, knowledge of the business and operations of the Company and his role in the management of the Company, the Nomination and Remuneration Committee, at its meeting held on 27th August, 2026, has recommended his re-appointment as the Joint Managing Director and Chief Financial Officer of the Company for a further period of five years with effect from 17th August, 2027.

The Company had received from Mr. Keshav Kumar Agrawal his consent in writing to be reappointed as Joint Managing Director & Chief Financial Officer and the requisite disclosure in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he was not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Keshav Kumar Agrawal has been associated with the management of the Company and has been contributing to the smooth functioning and growth of the Company. Considering his valuable knowledge, experience and contribution towards the affairs of the Company, the Board is of the opinion that his continued association as Joint Managing Director and Chief Financial Officer would be beneficial to the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 27th August, 2026, has approved the re-appointment of Mr. Keshav Kumar Agrawal as the Joint Managing Director & Chief Financial Officer of the Company for a further period of 5 (five) years with effect from 17th August, 2027 and ending on 16th August, 2032, subject to the approval of the members of the Company by way of a Special Resolution.

In accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and the rules made thereunder, the re-appointment and terms of remuneration of the Joint Managing Director are subject to the approval of the members of the Company.

Accordingly, the consent of the members is sought for passing the Special Resolution as set out in Item No. 4 of the accompanying Notice for the re-appointment and terms of remuneration of Mr. Keshav Kumar Agrawal as the Joint Managing Director & Chief Financial Officer of the Company for a further period of 5 (five) years.

A copy of the employment/service agreement entered into between Mr. Keshav Kumar Agrawal and the Company containing the terms and conditions of his appointment is available for inspection at the Registered Office of the Company between 11:00 A.M. and 1:00 P.M. during office hours on all working days except Saturdays, Sundays and National Holidays. The same shall also be available for inspection electronically in accordance with the applicable provisions.

The Board recommends the resolution as set out in Item No. 4 for approval of the members as a Special Resolution.

**INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
Mr. Keshav Kumar Agrawal, Mr. Ramesh Kumar Agrawal and Mr. Chetan Kumar Agrawal, and their respective relatives, are concerned or interested, financially or otherwise, in the said resolution as it relates to the re-appointment of Mr. Keshav Kumar Agrawal as the Joint Managing Director of the Company.

Except the above, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

**DETAILS OF REMUNERATION PAYABLE TO MR. KESHAV KUMAR AGRAWAL AND TERMS AND CONDITIONS OF RE-APPOINTMENT**

**PERIOD:**
A period of 5 (five) years with effect from 17th August, 2027 and ending on 16th August, 2032.

**REMUNERATION:**
**Gross Salary:**
The gross salary of Mr. Keshav Kumar Agrawal shall be ₹8.25 Lakhs with liberty and authority to the Board of Directors to fix the gross salary from time to time within the range of ₹8.00 Lakhs to ₹20.00 Lakhs per annum.

**Basic Salary:**
The basic salary of Mr. Keshav Kumar Agrawal shall be ₹4.13 Lakhs per month, with liberty and authority to the Board of Directors to fix the basic salary from time to time.

The changes in basic salary shall be based on periodical increments linked with the performance of the Joint Managing Director and Chief Financial Officer.

**Incentive/Commission:**
Equivalent to 1% of the net profits of the Company, subject to a ceiling of an amount equal to annual salary.

**Perquisites:**
The Joint Managing Director and Chief Financial Officer shall also be entitled to perquisites which would include furnishings, medical reimbursements (including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and family) and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance for self and family and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 2026, wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of telephone and other communication facilities at residence would not be considered as perquisites.

**DUTIES**
Subject to the superintendence, direction and control of the Board of Directors of the Company, the Joint Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The office of the Joint Managing Director shall be at Raipur or at such place as the Board of Directors may decide from time to time.

**TERMINATION**
The Joint Managing Director may be removed from his office for gross negligence, breach of duty or trust if a Special Resolution to that effect is passed by the Company in its General Meeting. The Joint Managing Director may resign from his office by notice to the Company.

**COMPENSATION**
In the event of termination of office of the Joint Managing Director before the expiration of his tenure, the Joint Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to the limitations as provided under Section 202 of the Companies Act, 2013.

**OTHER TERMS AND CONDITIONS**

i. The remuneration payable to Mr. Keshav Kumar Agrawal (including the salary, perquisites, benefits and amenities) does not exceed the limits laid down in Section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or reenactment(s) thereof.
ii. “Family” means the spouse and dependent children of Mr. Keshav Kumar Agrawal.
iii. Leave with full pay and allowances shall be allowed as per the Company’s rules.
iv. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : “GR House”, Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

v. No sitting fees shall be paid to the Joint Managing Director and Chief Financial Officer for attending the meetings of the Board of Directors or Committees thereof.
vi. The value of perquisites shall be valued as per the Income Tax Rules, 2026, as may be applicable.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013, Mr. Keshav Kumar Agrawal shall be entitled to minimum remuneration comprising salary, perquisites and benefits as detailed above, subject to such revisions as may be approved by the Board from time to time and within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

The Statement as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) and Section II, Part II of Schedule V of the Companies Act, 2013, with reference to the Special Resolution at Item No. 4 is set out in Annexure I and II hereto.

**ITEM NO. 5:**

Mr. Chetan Kumar Agrawal (DIN: 00748916) was designated as Managing Director of the Company for a period of 5 (five) years with effect from 12th July, 2022 to 11th July, 2027. His present tenure as the Managing Director of the Company is due to expire on 11th July, 2027. Considering his valuable contribution, experience, knowledge of the business and operations of the Company and his role in the management of the Company, the Nomination and Remuneration Committee, at its meeting held on 27th August, 2026, has recommended his re-appointment as the Managing Director of the Company for a further period of five years with effect from 12th July, 2027.

The Company had received from Mr. Chetan Kumar Agrawal his consent in writing to be reappointed as Managing Director the requisite disclosure in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he was not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Chetan Kumar Agrawal has been associated with the management of the Company and has been contributing to the smooth functioning and growth of the Company. Considering his valuable knowledge, experience and contribution towards the affairs of the Company, the Board is of the opinion that his continued association as Managing Director would be beneficial to the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 27th August, 2026, has approved the re-appointment of Mr. Chetan Kumar Agrawal as the Managing Director of the Company for a further period of 5 (five) years with effect from 12th July, 2027 and ending on 11th July, 2032, subject to the approval of the members of the Company by way of a Special Resolution.

In accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and the rules made thereunder, the re-appointment and terms of remuneration of the Managing Director are subject to the approval of the members of the Company.

Accordingly, the consent of the members is sought for passing the Special Resolution as set out in Item No. 4 of the accompanying Notice for the re-appointment and terms of remuneration of Mr. Chetan Kumar Agrawal as the Managing Director of the Company for a further period of 5 (five) years.

A copy of the employment/service agreement entered into between Mr. Chetan Kumar Agrawal and the Company containing the terms and conditions of his appointment is available for inspection at the Registered Office of the Company between 11:00 A.M. and 1:00 P.M. during office hours on all working days except Saturdays, Sundays and National Holidays. The same shall also be available for inspection electronically in accordance with the applicable provisions.

The Board recommends the resolution as set out in Item No. 5 for approval of the members as a Special Resolution.

**INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
Mr. Chetan Kumar Agrawal, Mr. Ramesh Kumar Agrawal and Mr. Keshav Kumar Agrawal, and their respective relatives, are concerned or interested, financially or otherwise, in the said resolution.

Except the above, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

**DETAILS OF REMUNERATION PAYABLE TO MR. CHETAN KUMAR AGRAWAL AND TERMS AND CONDITIONS OF RE-APPOINTMENT**

**PERIOD:**
A period of 5 (five) years with effect from 12th July, 2027 and ending on 11th July, 2032.

**REMUNERATION:**
**Gross Salary:**
The gross salary of Mr. Chetan Kumar Agrawal shall be ₹8.50 Lakhs with liberty and authority to the Board of Directors to fix the gross salary from time to time within the range of ₹8.00 Lakhs to ₹20.00 Lakhs per annum.

**Basic Salary:**
The basic salary of Mr. Chetan Kumar Agrawal shall be ₹4.25 Lakhs per month, with liberty and authority to the Board of Directors to fix the basic salary from time to time.

The changes in basic salary shall be based on periodical increments linked with the performance of the Managing Director.

**Incentive/Commission:**
Equivalent to 1% of the net profits of the Company, subject to a ceiling of an amount equal to annual salary.

**Perquisites:**
The Managing Director shall also be entitled to perquisites which would include furnishings, medical reimbursements (including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and family) and leave travel concession for self and family, club fees, use of Company cars, medical and personal



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

accident insurance for self and family and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 2026, wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of telephone and other communication facilities at residence would not be considered as perquisites.

**DUTIES**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The office of the Managing Director shall be at Raipur or at such place as the Board of Directors may decide from time to time.

**TERMINATION**

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if a Special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by notice to the Company.

**COMPENSATION**

In the event of termination of office of the Managing Director before the expiration of his tenure, the Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to the limitations as provided under Section 202 of the Companies Act, 2013.

**OTHER TERMS AND CONDITIONS**

i. The remuneration payable to Mr. Chetan Kumar Agrawal (including the salary, perquisites, benefits and amenities) does not exceed the limits laid down in Section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or reenactment(s) thereof.
ii. “Family” means the spouse and dependent children of Mr. Chetan Kumar Agrawal.
iii. Leave with full pay and allowances shall be allowed as per the Company’s rules.
iv. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
v. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
vi. The value of perquisites shall be valued as per the Income Tax Rules, 2026, as may be applicable.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013, Mr. Chetan Kumar Agrawal shall be entitled to minimum remuneration comprising salary, perquisites and benefits as detailed above, subject to such revisions as may be approved by the Board from time to time and within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

The Statement as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) and Section II, Part II of Schedule V of the Companies Act, 2013, with reference to the Special Resolution at Item No. 5 is set out in Annexure I and II hereto.


Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : “GR House”, Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

**ITEM: 6:**

Mr. Sumit Dahiya (DIN: 09685509) who was appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 26th July, 2022 to 25th July, 2027. His present tenure as the Independent Director of the Company is due to expire on 25th July, 2027. Hence, it is proposed to re-appoint Mr. Sumit Dahiya as Independent Director for a further period of 5 (five) years subject to approval of the shareholders of the Company.

Mr. Sumit Dahiya, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company and requisite Notice, pursuant to Section 160 of the Act, proposing his re-appointment as a Director of the Company has been received. Declaration has also been received from Mr. Sumit Dahiya that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Nomination & Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Mr. Sumit Dahiya's (DIN: 09685509) qualifications and the rich experience of over 10 years in the areas of corporate finance, cost management and financial operations meets the skills and capabilities required for the role of Independent Director of the Company.

The Nomination and Remuneration Committee, at its meeting held on 27th August, 2026, has recommended his re-appointment as the Independent Director of the Company for a further period of five years with effect from 26th July, 2027.

The Board has recommended to re-appoint Mr. Sumit Dahiya as an Independent Director of the Company for a period of five (5) consecutive years effective from 26th July, 2027 and ending on 25th July, 2032 and would not be liable to retire by rotation. In the opinion of the Board, Mr. Sumit Dahiya fulfils the conditions specified under Section 149(6) read with schedule IV of the Companies Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an independent director.

Accordingly, the consent of the members is sought for passing the Special Resolution as set out in Item No. 6 of the accompanying Notice for the re-appointment of Mr. Sumit Dahiya as the Independent Director of the Company for a further period of 5 (five) years.

The Statement as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) with reference to the Special Resolution at Item No. 6 is set out in Annexure I hereto.

The Board recommends the resolution as set out in Item No. 6 for approval of the members as a Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO.7**

Ms. Disha Keshariya (DIN: 09621345) who was appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 26th July, 2022 to 25th July, 2027. Her present tenure as the Independent Director of the Company is due to expire on 25th July, 2027. Hence, it is proposed to re-appoint Ms. Disha Keshariya as Independent Director for a further period of 5 (five) years subject to approval of the shareholders of the Company.

Ms. Disha Keshariya, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Director of the Company and requisite Notice, pursuant to Section 160 of the Act, proposing her re-appointment as a Director of the Company has been received. Declaration has also been received from Ms. Disha Keshariya that she meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.
The Nomination & Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation has recommended to the Board that Ms. Disha Keshariya (DIN: 09621345) qualifications and the rich experience of over 4 years in the areas of corporate laws, corporate credibility and governance standards, sales and marketing, strategy, risk management meets the skills and capabilities required for the role of Independent Director of the Company.

The Nomination and Remuneration Committee, at its meeting held on 27th August, 2026, has recommended her re-appointment as the Independent Director of the Company for a further period of five years with effect from 26th July, 2027.

The Board has recommended to re-appoint Ms. Disha Keshariya as an Independent Director of the Company for a period of five (5) consecutive years effective from 26th July, 2027 and ending on 25th July, 2032 and would not be liable to retire by rotation. In the opinion of the Board, Ms. Disha Keshariya fulfils the conditions specified under Section 149(6) read with Schedule IV of the Companies Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an independent director.

Accordingly, the consent of the members is sought for passing the Special Resolution as set out in Item No. 7 of the accompanying Notice for the re-appointment of Ms. Disha Keshariya as the Independent Director of the Company for a further period of 5 (five) years.

The Statement as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) with reference to the Special Resolution at Item No. 7 is set out in Annexure I hereto.

The Board recommends the resolution as set out in Item No. 7 for approval of the members as a Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

**By order of the Board of Directors**
**SD/-**
**Date: 27th August, 2026** **Rahul Relwani**
**Place: Raipur** **Company Secretary & Compliance Officer**

## ANNEXURE I

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN 23RD ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

| S. No. | Particulars | Details | | |
|---|---|---|---|---|
| 1. | Name | Mr. Ramesh Kumar Agrawal | Mr. Keshav Kumar Agrawal | Mr. Chetan Kumar Agrawal |
| 2. | DIN | 00748853 | 02460958 | 00748916 |
| 3. | Age | 65 Years | 35 Years | 39 Years |
| 4. | Category of Director | Non-Executive Director | Executive Director (Joint Managing Director) | Executive Director (Managing Director) |
| 5. | Qualifications | PHD (Power and steel) & Graduate (Bachelor of Commerce) | Chartered Accountant & Graduate (Bachelor of Commerce) | Graduate (Bachelors of Engineering) |
| 6. | Experience | 46 Years | More than 15 Years | More than 18 Years |
| 7. | Terms and conditions of re-appointment | Appointed as Non-Executive Director of the Company and is liable to retire by rotation. | Given in Item No. 4 of the explanatory statement annexed to this Notice | Given in Item No. 5 of the explanatory statement annexed to this Notice |
| 8. | Expertise in specific functional areas | Strategic Planning, Budgets, Negotiation, and deep understanding of the industry dynamics and also for his astute management skills. | Expertise in accounting, finance and legal compliances. He has sound knowledge of Cost management and reduction, raw material procurement and legal matters. | Expertise in optimizing production processes, enhancing operational efficiency, and implementing effective systems and procedures. His role has involved leveraging his technical skills and industry knowledge to drive improvements and innovation within the organization. |
| 9. | Relationship with other Directors, Manager and other Key Managerial Personnel, if any | Father of Mr. Chetan Kumar Agrawal (Chairman and Managing Director) and Mr. Keshav Kumar Agrawal (Joint-Managing Director and Chief Financial Officer) | Son of Mr. Ramesh Kumar Agrawal (Director) and brother of Mr. Chetan Kumar Agrawal (Managing Director) | Son of Mr. Ramesh Kumar Agrawal (Director) and brother of Mr. Keshav Kumar Agrawal (Joint Managing Director and Chief Financial Officer) |



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70

Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com

E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

| | | | | |
|---|---|---|---|---|
| 10. | Date of first appointment on the Board | 17th June, 2019 | 17th June, 2019 | 17th June, 2019 |
| 11. | Shareholding in the company including shareholding as a beneficial owner | 1,59,969 Shares | 1,47,969 Shares | 1,67,469 Shares |
| 12. | The number of Meetings of the Board attended during the FY 2025-26 | 5/5 | 5/5 | 5/5 |
| 13. | Other Directorships | 1. G.R. Sponge and Power Limited.<br>2. N.R. Sponge Private Limited.<br>3. G.R. Integrated Steel Private Limited.<br>4. Aryabhatt Sales Private Limited.<br>5. Vikruti Infrastructures Private Limited. | 1. G.R. Sponge and Power Limited<br>2. N.R. Sponge Private Limited<br>3. G.R. Integrated Steel Private Limited<br>4. G.R. Krishna Ferro Alloys Private Limited<br>5. YPO Chhattisgarh Foundation<br>6. G.R. Ores and Fuels Private Limited | 1. G.R. Sponge and Power Limited.<br>2. N.R. Sponge Private Limited.<br>3. G.R. Integrated Steel Private Limited.<br>4. Aryabhatt Sales Pvt Ltd.<br>5. G.R. Krishna Ferro Alloys Private Limited.<br>6. G.R. Ores and Fuels Private Limited.<br>7. Shree Vasu Logistics Limited. |
| 14. | Membership/ Chairmanship of Committees of other Boards | **A. Nomination and Remuneration Committee:**<br>1. Chaman Metallics Limited - Member<br>**B. Corporate Social Responsibility Committee:**<br>1. G.R.Sponge and Power Limited - Chairman<br>2. N.R.Sponge Private Limited - Member<br>3. Chaman Metallics Limited - Chairman | **A. Audit Committee:**<br>1. Chaman Metallics Limited – Member<br>2. G.R. Integrated Steel Private Limited – Member<br>3. G.R.Sponge and Power Limited – Member<br>4. N.R.Sponge Private Limited - Member | **A. Audit Committee:**<br>1. Shree Vasu Logistics Limited - Member<br>**B. Nomination and Remuneration Committee:**<br>1. Shree Vasu Logistics Limited - Member<br>**C. Corporate Social Responsibility Committee:**<br>1. Chaman Metallics Limited - Member |



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

| | | | | |
|---|---|---|---|---|
| | | 4. G.R. Integrated Steel Private Limited – Member<br>**C. Stakeholder Relationship Committee:**<br>1. Chaman Metallics Limited - Chairman | **B. Nomination and Remuneration Committee:**<br>1. G.R.Sponge and Power Limited - Member<br>2. G.R. Integrated Steel Private Limited – Member<br>**C. Corporate Social Responsibility Committee:**<br>1. G.R. Integrated Steel Private Limited - Member | **D. Stakeholder Relationship Committee:**<br>1. Chaman Metallics Limited - Member |
| 15. | Details of past remuneration | No Remuneration was paid to him during the Financial Year 2025-26 | Gross Monthly Remuneration of ₹18.25 Lakhs Per Month till August, 2025 and of ₹8.25 Lakhs Per Month from September, 2025 to March, 2026 | Gross Monthly Remuneration of ₹18.50 Lakhs Per Month till August, 2025 and of ₹8.50 Lakhs Per Month from September, 2025 to March, 2026 |
| 16. | Names of listed entities in which the person also holds the Directorship | None | None | Shree Vasu Logistics Limited |
| 17. | Listed Entities from which resigned in past 3 years | None | None | None |
| 18. | Proposed remuneration | Sitting Fees & Commission, within the prescribed limits laid under the Act. | As proposed in Item No. 4 of this explanatory statement | As proposed in Item No. 5 of this explanatory statement |
| 19. | Brief Profile | Mr. Ramesh Kumar Agrawal has transformed the small steel rolling mill of yesterday into a profitable, integrated and well diversified group ready for tomorrow. Over the last 30 years, GR Group of Industries ("the group") has | Mr. Keshav, a commerce graduate and a Chartered Accountant, has been a valuable member of the Group since 2009 and the Company since June 17, 2019. | Mr. Chetan qualified Industrial Engineer holding a Bachelors of Engineering degree, has been an integral part of the Group since 2009 and the Company since June 17, 2019. |

| | | | | |
|---|---|---|---|---|
| | | emerged as a formidable force in the industry with a turnover exceeding INR 2000 Crore.<br><br>He is well-respected in the industry for his tremendous hands-on experience, strategic thinking and a forward-looking approach. He has played a crucial role in developing Chhattisgarh's Steel Industry besides playing an active role in various social activities, industry events and on various economic forums. | He manages Overall Accounting, Corporate Finance, Legal aspects, Cost Management, raw material procurement and financial planning.<br><br>Mr. Keshav's strategic leadership has been an instrumental guide for the Company to efficiently manage its financial and other resources. Mr. Keshav has extensive experience in strategy and initiatives that have financial and operational impact in the business of the Company. | He is known for his passion for innovation and deep understanding of the industry dynamics. Credited for making quality an integral value of the Business, he adds valuable visionary ideas into the mix. He is well aware about the technical and production aspects of the business. Also Mr. Chetan has played a vital role in conversion of many sick units into fully-fledged profit-making units including Chaman Metallics Limited.<br><br>He after joining the Company has immediately focused on cost reduction, increase in the output without affecting the quality of product. He handles the Manufacturing Operations of the Company, project implementation and optimum capacity utilization. |

| S. No. | Particulars | Details | |
|---|---|---|---|
| 1. | Name | Mr. Sumit Dahiya | Ms. Disha Keshariya |
| 2. | DIN | 09685509 | 09621345 |
| 3. | Age | 33 Years | 27 Years |
| 4. | Category of Director | Non-Executive Director (Independent Director) | Non-Executive Director (Independent Director) |
| 5. | Qualifications | Chartered Accountant & Graduate (Bachelor of Commerce) | Company Secretary & Graduate (Bachelor of Commerce) |
| 6. | Brief Profile, Experience and Expertise in specific functional areas | Mr. Sumit Dahiya is a qualified Chartered Accountant and a commerce graduate with an experience of more than 10 years. He is associated with our Company from 2022. He has experience in the field of internal | Ms. Disha Keshariya is a qualified Company Secretary and a commerce graduate with an experience of more than 4 Years. She is associated with our Company from 2022. Prior to her association with our Company, she has also worked as a Company |

| | | | |
|---|---|---|---|
| | | checks, tax expertise, corporate financing and legal compliances in various business sectors such as manufacturing, steel industries, contractors, logistics, transportation etc. At present, he exercises independent oversight relating to corporate finance, cost management and financial operations in the Company. | Secretary of a Public Limited Company. She possesses diversified knowledge of financial statements and legal matters. At present, she assists and provides independent oversight in improving corporate credibility and governance standards of the Company. |
| 7. | Terms and conditions of re-appointment | Re-appointed as Independent Director for a period of 5(five) years with effect from 26th July, 2027 to 25th July, 2032. | Re-appointed as Independent Director for a period of 5(five) years with effect from 26th July, 2027 to 25th July, 2032. |
| 8. | Relationship with other Directors, Manager and other Key Managerial Personnel, if any | Not applicable | Not applicable |
| 9. | Date of first appointment on the Board | 26th July, 2022 | 26th July, 2022 |
| 10. | Shareholding in the company including shareholding as a beneficial owner | Not applicable | Not applicable |
| 11. | The number of Meetings of the Board attended during the FY 2025-26 | 5/5 | 5/5 |
| 12. | Other Directorships | 1. N.R.Sponge Private Limited<br>2. G.R. Integrated Steel Private Limited | 1. G.R. Integrated Steel Private Limited<br>2. Rotocast Industries Limited<br>3. G.R.Sponge and Power Limited |
| 13. | Membership/ Chairmanship of Committees of other Boards | **A. Audit Committee**<br>1. N.R.Sponge Private Limited – Chairman<br>2. Chaman Metallics Limited – Chairman<br>3. G.R. Integrated Steel Private Limited - Chairman<br>**B. Nomination and Remuneration Committee**<br>1. N.R.Sponge Private Limited – Member<br>2. G.R. Integrated Steel Private Limited – Chairman | **A. Audit Committee**<br>1. Chaman Metallics Limited – Member<br>2. G.R. Integrated Steel Private Limited – Member<br>3. Rotocast Industries Limited - Chairman<br>**B. Nomination and Remuneration Committee**<br>1. Chaman Metallics Limited – Member<br>2. G.R. Integrated Steel Private Limited – Member |

| | | | |
|---|---|---|---|
| | | **C. Corporate Social Responsibility Committee**<br>1. N.R.Sponge Private Limited – Chairman<br>**D. Stakeholder Relationship Committee**<br>1. Chaman Metallics Limited - Member | 3. Rotocast Industries Limited - Member<br>**C. Corporate Social Responsibility Committee**<br>1. G.R. Integrated Steel Private Limited – Chairman |
| 14. | Details of past remuneration | Sitting Fees of ₹0.75 Lakh was paid during Financial Year 2025-26 | Sitting Fees of ₹0.75 Lakh was paid during Financial Year 2025-26 |
| 15. | Names of listed entities in which the person also holds the Directorship | Not Applicable | Not Applicable |
| 16. | Listed Entities from which resigned in past 3 years | Not Applicable | Not Applicable |
| 17. | Proposed remuneration | Sitting Fees, if any, as approved by the Board of Directors | Sitting Fees, if any, as approved by the Board of Directors |
| 18. | Summary of Performance Evaluation Report (only in case of re-appointment of Independent Directors) | The re-appointment of Mr. Sumit Dahiya as an Independent Director is based on the positive feedback received from the Individual Board Member Feedback Report which was generated as a part of the Board Effectiveness and Evaluation Process.<br><br>The re-appointment is based on the recommendation of the Nomination and Remuneration Committee and Board of Directors. | The re-appointment of Ms. Disha Keshariya as an Independent Director is based on the positive feedback received from the Individual Board Member Feedback Report which was generated as a part of the Board Effectiveness and Evaluation Process.<br><br>The re-appointment is based on the recommendation of the Nomination and Remuneration Committee and Board of Directors. |
| 19. | Skills and capabilities required for the role and the manner in which the Directors meet the requirements | Refer Item No. 6 of the Notice and Explanatory Statement | Refer Item No. 7 of the Notice and Explanatory Statement |

**By order of the Board of Directors**
**SD/-**
**Rahul Relwani**
**Company Secretary & Compliance Officer**

**Date: 27th August, 2026**
**Place: Raipur**



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

ANNEXURE II

**STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013 -**

**MR. KESHAV KUMAR AGRAWAL (ITEM NO. 4 OF NOTICE)**

**I. General Information:**

| | | |
|---|---|---|
| 1. | Nature of industry | Engaged in manufacturing of Iron and Steel Products. |
| 2. | Date or expected date of commencement of commercial production | Existing Company in operation since 2003. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable. |
| 4. | Financial performance based on given indicators | In the financial year 2025-26, the Company made a turnover of ₹54,126.53 Lakhs and Loss of ₹417.44 Lakhs. |
| 5. | Foreign Investments or collaborations, if any | Not Applicable |

**II. Information about the appointee:**

| | | |
|---|---|---|
| 1. | Background details | Mr. Keshav Kumar Agrawal is a promoter director of GR Group of Industries which has diversified portfolio. Mr. Keshav Kumar Agrawal is a Commerce Graduate, Chartered Accountant and MBA (family business) by education. He joined the business in the year 2012 and has been responsible for overall accounting, finance and legal compliances. He has sound knowledge of Cost management and reduction, raw material procurement and legal matters. He has a work experience of more than 12 years and is responsible for managing the operations of Sponge Iron division and finances of the Company. |
| 2. | Past remuneration | Gross Monthly Remuneration of ₹18.25 Lakhs Per Month till August, 2025 and of ₹8.25 Lakhs Per Month from September, 2025 to March, 2026 |
| 3. | Recognition or awards | -- |
| 4. | Job profile and his suitability | Mr. Keshav Kumar Agrawal is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Keshav Kumar Agrawal has extensive experience in strategy and initiatives that have financial and operational impact in the business of the Company. |

| | | |
|---|---|---|
| 5. | Remuneration proposed | As stated in the Explanatory Statement at Item No. 4 of this Notice. |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The remuneration of Mr. Keshav Kumar Agrawal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business. |
| 7. | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any | Besides the remuneration proposed to be paid to him, Mr. Keshav Kumar Agrawal does not have any other pecuniary relationship with the Company other than as a Promoter shareholder of the company. He is also a relative of Mr. Ramesh Kumar Agrawal, Director and Mr. Chetan Kumar Agrawal, Managing Director of the Company. |

**III. Other Information:**

| | | |
|---|---|---|
| 1. | Reasons of loss or inadequate profits | The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013. However, the same is in line with Industry Standards for managerial personnel falling under the same cadre. |
| 2. | Steps taken or proposed to be taken for improvement | Not Applicable |
| 3. | Expected increase in productivity and profits in measurable terms | Not Applicable |

**IV. Disclosures:**

Since corporate governance disclosures are not applicable to the Company, all details regarding remuneration have been provided in the explanatory statement.

**MR. CHETAN KUMAR AGRAWAL (ITEM NO. 5 OF NOTICE)**

**I. General Information:**

| | | |
|---|---|---|
| 1. | Nature of industry | Engaged in manufacturing of Iron and Steel Products |
| 2. | Date or expected date of commencement of commercial production | Existing Company in operation since 2003. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable. |
| 4. | Financial performance based on given indicators | In the financial year 2025-26 the Company made a turnover of ₹54,126.53 Lakhs and Loss of ₹417.44 Lakhs. |
| 5. | Foreign Investments or collaborations, if any | Not Applicable |

**II. Information about the appointee:**

| | | |
|---|---|---|
| 6. | Background details | Mr. Chetan Kumar Agrawal is a qualified Industrial Engineer holding a Bachelors of Engineering degree from Vishwakarma Institute of Technology, Pune (M.H.). Being a qualified Engineer, he is well aware about the technical and production aspects of the business. He after joining the Company has immediately focused on reduction of the cost of raw materials, increase in the output. He has sound administrative command in the plant maintenance, inventory control and material management. He is also having sound knowledge of manufacturing processes in iron and steel sector. Also Mr. Chetan Kumar Agrawal has converted many sick units into a fully-fledged profit-making unit. His innovative ideas and technical skills have given a significant transformation to the manufacturing activities of the Company. He has extensive experience in the steel industry, project implementation, capacity utilization and operations. |
| 7. | Past remuneration | Gross Monthly Remuneration of ₹18.50 Lakhs Per Month till August, 2025 and of ₹8.50 Lakhs Per Month from September, 2025 to March, 2026 |
| 8. | Recognition or awards | -- |
| 9. | Job profile and his suitability | Mr. Chetan Kumar Agrawal is entrusted with substantial powers of the management and handles the Manufacturing, Purchase and Procurement Operations of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company Mr. Chetan Kumar Agrawal is incharge for project implementation, capacity utilization. Mr. Chetan Kumar Agrawal has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate governance, brand equity and talent development |
| 10. | Remuneration proposed | As stated in the Explanatory Statement at Item No. 5 of this Notice. |
| 11. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The remuneration of Mr. Chetan Kumar Agrawal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business. |
| 12. | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any | Besides the remuneration proposed to be paid to him, Mr. Chetan Kumar Agrawal does not have any other pecuniary relationship with the Company other than as a Promoter shareholder of the company. He is also a relative of Mr. Ramesh Kumar Agrawal, Director and Mr. Keshav Kumar Agrawal, Joint Managing Director and Chief Financial Officer of the Company. |



**Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70**
**Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website:** www.cmlgrgroup.com
**E-mail:** info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

### III. Other Information:

| | | |
|---|---|---|
| 1. | Reasons of loss or inadequate profits | The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013. However, the same is in line with Industry Standards for managerial personnel falling under the same cadre. |
| 2. | Steps taken or proposed to be taken for improvement | Not Applicable |
| 3. | Expected increase in productivity and profits in measurable terms | Not Applicable |

### IV. Disclosures:

Since corporate governance disclosures are not applicable to the Company, all details regarding remuneration have been provided in the explanatory statement.

**By order of the Board of Directors**
**SD/-**
**Rahul Relwani**
**Company Secretary & Compliance Officer**

**Date: 27th August, 2026**
**Place: Raipur**

**ANNEXURE III**

**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

**A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:**

1. 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 the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.

2. Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Wednesday, 23rd September, 2026,** may cast their vote by remote e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.

   Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. Wednesday, 23rd September, 2026**, may obtain the User ID and Password by sending a request at evoting@nsdl.com However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

   In case of Individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under '**Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**'

3. **The remote e-Voting period commences on Sunday, 27th September, 2026 at 09:00 A.M. (IST) and ends on Tuesday, 29th September, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e., Wednesday, 23rd September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 23rd September, 2026.**

4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:**

1. Members will be able to attend the AGM through VC/OAVM at www.evoting.nsdl.com by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled "**The instructions for remote e-Voting before/during the AGM**" in the Notice to avoid last minute rush.

2. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

3. Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at cs@cmlgrgroup.com **before 3:00 P.M. (IST) on Wednesday, 23rd September, 2026**.

4. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@cmlgrgroup.com between **Thursday, 24th September, 2026 (9:00 A.M. IST) to Sunday, 27th September, 2026 (5:00 P.M. IST).** The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com/ 022 - 4886 7000 or contact Mr. Sanjeev Yadav, Assistant Manager–NSDL at sanjeevy@nsdl.com.

**<u>THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM:</u>**

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1:** Access NSDL e-Voting system.

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

**Details on Step 1 are mentioned below:**

**A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode:**

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('**ESP**') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail-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 CDSL Depository | 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 requested to www.cdslindia.com/ and click on Login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>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 or joining virtual meeting & voting during the meeting. 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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>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 home page. |



Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

| | |
|---|---|
| | The system will authenticate the user by sending OTP on registered Mobile & E-mail 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 with NSDL Depository | **A. NSDL IDeAS facility**<br>**If you are already registered, follow the below steps:**<br>1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.<br>2. Once the home page of e-Services is launched, click on the '**Beneficial Owner**' icon under '**Login**' which is available under '**IDeAS**' section.<br>3. 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 under Value Added Services section.<br>4. Click on '**Access to e-Voting'** under e-Voting services and you will be able to see e-Voting page.<br>5. Click on options available against Company name or **e-Voting service provider** – **NSDL** 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 & voting during the meeting.<br>**If the user is not registered for IDeAS e-Services, follow the below steps:**<br>a. Option to register is available at https://eservices.nsdl.com/.<br>b. Select **'Register Online for IDeAS'** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp/.<br>c. Please follow steps given in points 1-5 mentioned above.<br>**B. e-voting website of NSDL:**<br>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.<br>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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.<br><br>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or **e-voting service provider – NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.<br><br>**C.** Shareholders/Members can also download NSDL Mobile App '**NSDL Speede**' facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.<br><br>2. 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.<br><br>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of i.e. NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022-48867000 |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 or 1800 21 09911 |

**B. Login Method for e-Voting and joining virtual meeting 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 e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4) Your User ID details are given below:

| **Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical** | **Your User ID is:** |
|---|---|
| For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example, if your Beneficiary ID is 12************** then your user ID is 12************** |
| For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company<br><br>For example if folio number is 001*** and EVEN is 141887 then user ID is 141887001*** |

5) Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL and open the attachment i.e. a .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 e-mail ID is not registered, please follow steps mentioned in **process for those shareholders whose e-mail IDs are not registered.**

6) If you are unable to retrieve or have not received the 'Initial Password' or have forgotten your password:
   a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Click on '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
   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.

10) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

**Details on Step 2 are mentioned below:**
**How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?**

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

2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.


Regd. Office & Works : A-26, M.I.D.C., Tadali Growth Centre, Tadali, Chandrapur - 442406 (Maharashtra) Ph.: 0717-2350061 - 70
Corporate Office : "GR House", Khasra No. 15010/3. Ananta, Labhandih, Krishak Nagar, Raipur, Chhattisgarh – 492012. Ph: 0771-4259100, Website: www.cmlgrgroup.com
E-mail: info@cmlgrgroup.com, accounts.cml@grgroupindia.com, cs@cmlgrgroup.com

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.

**The instructions for e-Voting during the AGM are as under:**

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.

2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**General Guidelines for Shareholders:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries/grievances pertaining to remote e-Voting (before or during the AGM), you may refer to the Frequently Asked Questions ('**FAQs**') for Shareholders and e-Voting user manual for Shareholders available in the 'Download' section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager from NSDL at the designated e-mail ID: evoting@nsdl.com The address of NSDL is Plot C-1 Block G, Exchange Plaza, Bandra - Kurla Complex, Mumbai, Maharashtra 400051.

**Other Instructions:**

1. CA Preeti Singhania, proprietor of P Singhania & Associates, Chartered Accountants holding Certificate of Practice no.159249 and having membership no. FCA 159249 of the Institute of Chartered Accountants of India ("ICAI") has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

2. The Scrutinizer shall, immediately after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.

3. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company www.cmlgrgroup.com. The result will simultaneously be communicated to the Stock Exchange (i.e. NSE).

**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 cs@cmlgrgroup.com.

2. For Demat shareholders - 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 (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

**By order of the Board of Directors**
**SD/-**
**Rahul Relwani**
**Company Secretary & Compliance Officer**

**Date: 27th August, 2026**
**Place: Raipur**