Ref. No.: CML/40/2024-25/NSE

Date: 07th September, 2024

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 21st Annual General Meeting (AGM) of Chaman Metallics Limited is scheduled to be held on 30th September, 2024 at 12:30 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-131181.

The remote e-voting period shall commence on Friday, 27th September, 2024 (09:00 A.M.) and ends on Sunday, 29th September, 2024 (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, 2024 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 21st 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: 2024.09.07 13:37:24 +05'30'

Rahul Relwani
Company Secretary and Compliance Officer

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21st ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF CHAMAN METALLICS LIMITED ('THE COMPANY') WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **Adoption the Audited Financial Statements.**
   To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2024 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. Chetan Kumar Agrawal (DIN: 00748916), 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. Chetan Kumar Agrawal (DIN: 00748916), who retires by rotation in terms of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Managing Director of the Company, whose office shall be liable to retire by rotation.

   RESOLVED FURTHER THAT his re-appointment shall not constitute a break in his appointment as Managing Director."

3. **Reappointment of Statutory Auditor.**
   To appoint M/s O.P. Singhania and Co. (Firm Registration No.: 002172C) as Statutory Auditor for the second term of five years from the conclusion of ensuing AGM.

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

   "RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s O.P. Singhania and Co., Chartered Accountants, having firm registration No. 002172C be and are hereby appointed as the Statutory Auditors of the Company for the second term for a period of five years to hold office from the conclusion of this 21st Annual General Meeting till conclusion of the 26th Annual General Meeting to be held in the year 2029 on a remuneration to be decided mutually, by the Board of Directors of the Company and M/s O.P. Singhania and Co., Chartered Accountants from time to time.

   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."

SPECIAL BUSINESSES:

4. 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, 2025, 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."

5. Authorizing the Board to approve transactions for providing Loan(s)/ Guarantee(s)/ Security(ies) falling under Section 185 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 185 read with Section 186 of the Companies Act, 2013, and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the Memorandum and Articles of Association of the Company and in supersession of all earlier resolutions passed by the Company in this regard, consent of Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to advance loan(s) including any loan represented by a book debt, if any, or give any guarantee(s) or provide any of security(ies) in connection with any Financial Assistance/ Loan taken/ to be taken/ availed/ to be availed from financial institutions / banks / insurance companies / other investing agencies / bodies corporate or any other person(s) as permitted by Law (hereinafter referred to as "the transactions") by any entity which is a Subsidiary, Associate, Joint Venture or such other entity(ies)/ person(s) covered under the category of 'any person in whom any of the director of the Company is interested' more specifically mentioned in the explanation to this item of the Notice, provided the aggregate of the loan(s), guarantee(s) or security(ies) proposed to be provided together with the loan(s), guarantee(s) or security(ies) already provided, shall not at any time exceed ₹500.00 Crores (Rupees Five Hundred Crores Only) at any point of time and shall be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby jointly or severally authorized to finalize the amount of loan to be granted, terms and conditions of loan(s) granted, security/guarantee to be furnished, interest rate of the loan not being lower than the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan and to execute necessary documents, agreement(s) including amendment thereof and exercise its discretion in absolute manner to effectuate the referred transactions, from time to time and to do all such acts, deeds and things as may be necessary or desirable, for the purpose of giving effect to this resolution, in the best interest of the Company, for and on behalf of the Company."

6. **Approval of Remuneration payable to Mr. Chetan Kumar Agrawal (DIN: 00748916) as the Chairman & Managing Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and applicable provisions of Articles of Association of the Company, and in accordance with recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to **Mr. Chetan Kumar Agrawal (DIN: 00748916)**, Chairman and Managing Director of the Company, during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the remuneration 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 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 save and except as aforesaid all other existing terms and conditions of appointment of Mr. Chetan Kumar Agrawal passed by the shareholders at the Annual General Meeting of the Company held on 04th August, 2022, shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), 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."

7. **Approval of Remuneration payable to Mr. Keshav Kumar Agrawal (DIN: 02460958) as the Joint Managing Director & Chief Financial Officer of the Company.**
To Consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and applicable provisions of Articles of Association of the Company, and in accordance with recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to **Mr. Keshav Kumar Agrawal (DIN: 02460958)**, Joint Managing Director and Chief Financial Officer of the Company, during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the remuneration 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 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 and Chief Financial Officer.

RESOLVED FURTHER THAT save and except as aforesaid all other existing terms and conditions of appointment of Mr. Keshav Kumar Agrawal passed by the shareholders at the Extraordinary General Meeting of the Company held on 29th August, 2022, shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), 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."

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, the latest being 09/2023 dated September 25, 2023 (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, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 21st AGM of the Company is being held through VC/OAVM on Monday, 30th September, 2024, at 12:30 P.M. (IST). The proceedings of the AGM will 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 2023-24 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 2023-24 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 21st AGM along with the Annual Report 2023-24 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 Link Intime India Private Limited.

13. During FY 2023-24, 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: 05th September, 2024
Place: Raipur

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 Nos. 3 to 7 of the accompanying this Notice.

ITEM NO. 3:

Pursuant to the provisions of Sec. 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 Statutory Auditors shall be appointed at the Annual General Meeting (AGM) to hold office from the conclusion of 21st AGM until the conclusion of the 26th Annual General meeting to be held in the year 2029.

M/s O.P. Singhania and Co. ('OPS'), Chartered Accountants having firm registration No. 002172C were appointed as Statutory Auditors in the AGM held on 30th September, 2019. The Statutory Auditors first tenure, as per provisions of the section 139 of the Act, shall be expiring on conclusion of AGM i.e, AGM for the year 2023-24 Therefore, the existing Statutory Auditor of the Company can be re-appointed for second term for a period of five years.

The Audit Committee has considered the qualifications and experience of the proposed auditors M/s O.P. Singhania and Co., and has recommended their re-appointment as Statutory Auditors of the Company for second term for a period of five years. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s O.P. Singhania and Co., Chartered Accountants, as statutory auditors. Written consent of the proposed auditors together with a certificate certifying that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 have been received.

The Audit Committee and the Board of Directors considered the following factors in recommending the re-appointment of M/s O.P. Singhania and Co. as the Statutory Auditors of the Company:

1. Performance of Statutory Auditors of the Company during their present tenure;
2. Experience of the firm in handling audits of iron and steel manufacturing Companies;
3. Competence of the leadership and of the audit team of the firm in conducting the audit of the financial statements of the Company; and
4. Ability of the firm to seamlessly scale and understand the Company's operations, systems and processes.

O.P. Singhania and Co. is having core expertise in different spheres of Direct Taxation, Goods and Services Tax (GST), Assurance, Business Advisory, Consulting Services. Firm has varied experience in all areas of Audit, Investigation Accounting Services, Taxation (Direct and Indirect).

The proposed remuneration to be paid to OPS, for FY 2024-25 is ₹6.00 Lakhs (plus applicable taxes and reimbursement of out-of-pocket expenses). The Audit Committee and the Board is of the view that ₹6.00 Lakhs is reasonable audit fee considering the size and scale of Chaman Metallics Limited, particularly as the Company is under expansion.

The remuneration to be paid to Statutory Auditors for the remaining term i.e. from FY 2025-26 through FY 2028-29 (till the conclusion of the 26th AGM of the Company to be held in the year 2029), shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

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:

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Sanat Joshi & Associates, Cost Auditors having Firm Registration No. 000506 to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2025 at a remuneration of ₹52,800/-.

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31st March, 2025.

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. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5:

Pursuant to provisions of Section 185 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the Board of Directors of a Company may advance any loan(s) including any loan represented by a book debt to, or give any guarantee(s) or provide any of security(ies) in connection with any Loan taken/to be taken by any person(s), to any entity(ies) covered under the category of 'any person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (2) of Section 185 of the said section as may be permitted under the law after passing a Special Resolution in the general meeting.

The expression 'any person in whom any of the directors of the company is interested' as per the above provision means—

a) any private company of which any such director is a director or member;
b) any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
c) any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

Accordingly, in order to augment the long-term resources of the Company and to render support for the business requirements of the entities in which any director of the Company is interested or deemed to be interested from time to time, this permission is sought pursuant to the prevailing provisions of Section 185 of the Companies Act, 2013, to give powers to the Board of Directors, to advance any loan(s) or give any guarantee(s) or provide any of security(ies) in connection with any Financial Assistance/ Loan taken/ to be taken/ availed/ to be availed by entity(ies)/ Person(s) in which Directors of the Company is/are interested or such parties as may be permitted under the law, up to an aggregate sum of ₹500.00 Crores (Rupees Five Hundred Crores Only) at one point of time, in one or more tranches, from time to time. Further, as per subsection (7) of Section 186 of Companies Act, 2013, provides that no loan shall be given at a rate of interest not being lower than the prevailing yield of one-year, three-year, five-year or ten-year Government

Security closest to the tenor of the loan and shall be used by the borrowing Company for its principal business activities only.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in the abovementioned proposed resolution except to the extent of their directorships and shareholding in the Company, if applicable, as outlined in the resolution set out at Item No. 5 of the Notice.

Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 5 of the Notice and thus, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6:

In accordance with the recommendation of Nomination and Remuneration Committee and approval the Board of Directors, the Shareholders of the Company at the 19th Annual General Meeting held on 04th August, 2022 has approved the appointment and terms of remuneration of Mr. Chetan Kumar Agrawal (DIN: 00748916) as Chairman and Managing Director of the Company for a period of five years with effect from 12th July, 2022 to 11th July, 2027.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended 31st March, 2024, the profits of the Company may not be adequate and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of Gross Monthly Remuneration of ₹18,50,000/- (Rupees Eighteen Lakh Fifty Thousand Only) payable to Mr. Chetan Kumar Agrawal are given below:

I. REMUNERATION:

a. **Basic Salary:** The basic salary of Mr. Chetan Kumar Agrawal shall be ₹9,25,000/- (Rupees Nine Lakh Twenty-Five Thousand Only) per month with liberty and authority to the Board to fix the basic salary from time to time within the range of ₹6,00,000/- to ₹20,00,000/- per month. The changes in basic salary will be based on periodical increments linked with performance of the Managing Director.

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

II. PERQUISITES:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

a. **Accommodation:** A housing accommodation maintained by the company or House Rent Allowance in lieu thereof subject to a maximum amount of 50% of the basic salary.

b. **Medical Re-imbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.

c. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.

d. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.

e. **Provident Fund/Pension:** Company's contribution to Provident Fund and Superannuation Fund as per rules of the Company.

f. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and as per the rules of the Company.

g. **Use of Car with Driver:** Use of a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/rented to, the Managing Director for business and personal use.

h. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long-distance calls shall be billed by the Company to the Managing Director.

i. **Reimbursement of Expenses:** Reimbursement of entertainment, club fees, travelling and all other expenses incurred during the official business of the Company in accordance with the rules of the company.

j. **Any Other Allowances:** Any other allowances as per rules of the Company.

III. OTHER TERMS AND CONDITIONS:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

a. "Family" means the spouse and dependent children of Mr. Chetan Kumar Agrawal.
b. Leave with full pay and allowances shall be allowed as per the Company's rules.
c. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
d. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
e. The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Chetan Kumar Agrawal shall be entitled to a 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.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 6 is annexed hereto as **Annexure II**.

Mr. Chetan Kumar Agrawal, Mr. Ramesh Kumar Agrawal and Mr. Keshav Kumar Agrawal are concerned and interested in the resolution as it relates to increase in remuneration of Mr. Chetan Kumar Agrawal. No other Director, Key Managerial Personal or Relative of both is directly or, indirectly, interested or concerned in this resolution.

Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 6 of the Notice for in relation to the details as stated above and thus, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7:

In accordance with the recommendation of Nomination and Remuneration Committee and approval the Board of Directors, the Shareholders of the Company at the Extraordinary General Meeting held on 29th August, 2022 has approved the appointment and terms of remuneration of Mr. Keshav Kumar Agrawal (DIN: 02460958) as Joint Managing Director and Chief Financial Officer of the Company for a period of five years with effect from 17th August, 2022 to 16th August, 2027.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During the financial year ended 31st March, 2024, the profits of the Company may not be adequate and therefore the remuneration payable to the Joint Managing Director & CFO would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of Gross Monthly Remuneration of ₹18,25,000 (Rupees Eighteen Lakh Twenty-Five Thousand Only) payable to Mr. Keshav Kumar Agrawal are given below:

I. REMUNERATION:

a. **Basic Salary:** The basic salary of Mr. Keshav Kumar Agrawal shall be ₹9,12,500/- (Rupees Nine Lakh Twelve Thousand Five Hundred Only) per month with liberty and authority to the Board to fix the basic salary from time to time within the range of ₹6,00,000/- to ₹20,00,000/- per month. The changes in basic salary will be based on periodical increments linked with performance of the Joint Managing Director.

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

II. PERQUISITES:

The Joint Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

a. **Accommodation:** A housing accommodation maintained by the company or House Rent Allowance in lieu thereof subject to a maximum amount of 50% of the basic salary.

b. **Medical Re-imbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.

c. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.

d. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.

e. **Provident Fund/Pension:** Company's contribution to Provident Fund and Superannuation Fund as per rules of the Company.

f. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and as per the rules of the Company.

g. **Use of Car with Driver:** Use of a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/rented to, the Joint Managing Director for business and personal use.

h. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long-distance calls shall be billed by the Company to the Joint Managing Director.

i. **Reimbursement of Expenses:** Reimbursement of entertainment, club fees, travelling and all other expenses incurred during the official business of the Company in accordance with the rules of the company.

j. **Any Other Allowances:** Any other allowances per rules of the Company.

III. OTHER TERMS AND CONDITIONS:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Joint Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

a. "Family" means the spouse and dependent children of Mr. Keshav Kumar Agrawal.
b. Leave with full pay and allowances shall be allowed as per the Company's rules.
c. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
d. No sitting fees shall be paid to the Joint Managing Director for attending the meetings of the Board of Directors or Committees thereof.
e. The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Keshav Kumar Agrawal shall be entitled to a 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.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto as **Annexure II**.

Mr. Keshav Kumar Agrawal, Mr. Ramesh Kumar Agrawal and Mr. Chetan Kumar Agrawal are concerned and interested in the resolution as it relates to increase in remuneration of Mr. Keshav Kumar Agrawal. No other Director, Key Managerial Personal or Relative of both is directly or, indirectly, interested or concerned in this resolution.

Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 7 of the Notice for in relation to the details as stated above and thus, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

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

Date: 05th September, 2024
Place: Raipur

ANNEXURE I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN 21ST 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	Mr. Chetan Kumar Agrawal	Mr. Keshav Kumar Agrawal
1	Age	37 Years	33 Years
2	Category of Director	Executive Director (Managing Director)	Executive Director (Joint Managing Director)
2	Qualifications	Graduate (Bachelors of Engineering)	Graduate (Bachelor of Commerce) & Chartered Accountant
3	Experience	More than 16 Years	More than 13 Years
4	Terms and conditions of re-appointment	Given in the explanatory statement annexed to this Notice	Given in the explanatory statement annexed to this Notice
5	Expertise in specific functional areas	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.	Expertise in accounting, finance and legal compliances. He has sound knowledge of Cost management and reduction, raw material procurement and legal matters.
6	Relationship with other Directors, Manager and other Key Managerial Personnel, if any	Son of Mr. Ramesh Kumar Agrawal (Director) and brother of 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)
7	Date of first appointment on the Board	17th June, 2019	17th June, 2019
8	Shareholding in the company including shareholding as a beneficial owner	1,47,969 Shares	1,47,969 Shares
9	The number of Meetings of the Board attended during the FY 2023-24	5/5	5/5

10	Other Directorships	1. G.R. Sponge and Power Limited. 2. N.R. Sponge Private Limited. 3. G.R. Integrated Steel Private Limited. 4. Aryabhatt Sales Pvt Ltd. 5. Vidarbha Minerals and Energy Private Limited. 6. G.R. Krishna Ferro Alloys Private Limited. 7. G.R. Silico Alloys Private Limited. 8. Shree Vasu Logistics Limited.	1. G.R. Sponge and Power Limited. 2. N.R. Sponge Private Limited. 3. G.R. Integrated Steel Private Limited. 4. Vidarbha Minerals and Energy Private Limited. 5. G.R. Krishna Ferro Alloys Private Limited. 6. G.R. Silico Alloys Private Limited. 7. YPO Chhattisgarh Foundation
11	Membership/ Chairmanship of Committees of other Boards	A. Audit Committee: 1. Shree Vasu Logistics Limited – Member B. Nomination and Remuneration Committee: 1. Shree Vasu Logistics Limited – Member C. Stakeholders' Relationship Committee: 2. Chaman Metallics Limited – Member D. Corporate Social Responsibility Committee: 1. Chaman Metallics Limited – Member	A. Audit Committee: 1. Chaman Metallics Limited - Member 2. G.R. Integrated Steel Private Limited - Member 3. G.R.Sponge and Power Limited – Member 4. N.R.Sponge Private Limited - Member B. Nomination and Remuneration Committee: 1. G.R.Sponge and Power Limited – Member 2. G.R. Integrated Steel Private Limited – Member
12	Details of past remuneration	Gross Monthly Remuneration of ₹18.50 Lakhs Per Month (FY 2023-24)	Gross Monthly Remuneration of ₹18.25 Lakhs Per Month (FY 2023-24)
13	Names of listed entities in which the person also holds the Directorship	Shree Vasu Logistics Limited.	None
14	Listed Entities from which resigned in past 3 years	None	None
15	Proposed remuneration	Given in the explanatory statement annexed to this Notice.	Given in the explanatory statement annexed to this Notice.
16	Brief Profile	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.	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.

		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. 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.	He manages Overall Accounting, Corporate Finance, Legal aspects, Cost Management, raw material procurement and financial planning. 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.

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

Date: 05th September, 2024
Place: Raipur

ANNEXURE II

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

MR. CHETAN KUMAR AGRAWAL (ITEM NO. 6 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 2023-24, the Company made a turnover of ₹18,887.39 Lakhs and Profit of ₹1,252.44 Lakhs after tax.
5.	Foreign Investments or collaborations, if any	Not Applicable

II. Information about the appointee:

1.	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 units. 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.
2.	Past remuneration	Mr. Chetan Kumar Agrawal was paid same gross monthly remuneration of ₹18,50,000.00 during the financial year 2023-24 as well.
3.	Recognition or awards	--

4.	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
5.	Remuneration proposed	As stated in the Explanatory Statement at Item No. 6 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. 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.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Chetan Kumar Agrawal is Managing Director of the Company and is related to Mr. Ramesh Kumar Agrawal, Director and Mr. Keshav Kumar Agrawal, Joint Managing Director and Chief Financial Officer 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. KESHAV KUMAR AGRAWAL (ITEM NO. 7 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 2023-24, the Company made a turnover of ₹18,887.39 Lakhs and Profit of ₹1,252.44 Lakhs after tax.
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	Mr. Keshav Kumar Agrawal was paid same gross monthly remuneration of ₹18,25,000.00 during the financial year 2023-24 as well.
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. 7 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, if any	Mr. Keshav Kumar Agrawal is Joint Managing Director and Chief Financial Officer of the Company and is related to 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.

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

Date: 05th September, 2024
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 Monday, 23rd September, 2024,** 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. Monday, 23rd September, 2024**, 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 Friday, 27th September, 2024 at 09:00 A.M. (IST) and ends on Sunday, 29th September, 2024 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., Monday, 23rd September, 2024 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., Monday, 23rd September, 2024.**

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 Monday, 23rd September, 2024**.

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 at cs@cmlgrgroup.com between **Tuesday, 24th September, 2024 (9:00 A.M. IST) to Thursday, 26th September, 2024 (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.co.in.

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM:

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. 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.

	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. 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. 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** **If you are already registered, follow the below steps:** 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. 2. Once the home page of e-Services is launched, click on the '**Beneficial Owner**' icon under '**Login**' which is available under '**IDeAS**' section. 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. 4. Click on '**Access to e-Voting'** under e-Voting services and you will be able to see e-Voting page. 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. **If the user is not registered for IDeAS e-Services, follow the below steps:** a. Option to register is available at https://eservices.nsdl.com/. b. Select '**Register Online for IDeAS'** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp/. c. Please follow steps given in points 1-5 mentioned above. **B. e-voting website of NSDL:** 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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. **C.** Shareholders/Members can also download NSDL Mobile App '**NSDL Speede**' facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on 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. 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. 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 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 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 For example if folio number is 001*** and EVEN is 131181 then user ID is 131181001***

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.

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/-

Date: 05th September, 2024 **Rahul Relwani**

Place: Raipur **Company Secretary & Compliance Officer**