NOTICE TO SHAREHOLDERS

Notice is hereby given that 10th Annual General Meeting of the Members of Chandni Machines Limited ("The Company") will be held on **Wednesday, September 30, 2026** through Video Conferencing (VC) or other Audio-Visual Means (OAVM) at **03:00 PM** to transact the following businesses:

ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors, Auditors and thereon.

2) To appoint a director in place of Mrs. Amita Jayesh Mehta (DIN: 00193075), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3) To appoint Mr. Kishor Babubhai Vaidya (DIN: 00780826) as an Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such approvals as may be required, approval of the Members be and is hereby accorded for the appointment of Mr. Kishor Babubhai Vaidya (DIN: 00780826), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from September 08, 2026, and who has attained the age of 75 years and meets the criteria for independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from September 30, 2026, notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorised by the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient in connection therewith or incidental thereto, and to take all such steps as may be necessary to give effect to the foregoing resolution."

4) **Re-appointment of Richie Hiralal Amin (DIN: 02253316), as an Independent Director for a second term of five consecutive years with effect from 07th November 2026.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended and that of the Articles of Association of the Company, Richie Hiralal Amin (DIN: 02253316), who was appointed as an Independent Director of the Company who holds office for a term up to November 07, 2026, and who meets the criteria for independence stipulated under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from November 08, 2026 to November 07, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution. "

5) **To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.**

To consider and, if thought fit, to give assent or dissent to the following resolution as **Special resolution:**

"RESOLVED THAT, in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in this behalf and in terms of the Articles of

Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to:

a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by anybody corporate; and
c) acquire by way of subscription, purchase or otherwise the securities of any other person by anybody corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 30,00,00,000/-, (Rupees Thirty Crores) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the aforesaid investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the limits indicated hereinabove in case of divestment, renewal, withdrawal, transfer or sale of investment, guarantee as the case maybe, be restored to the original sanctioned limit of Rs. 30,00,00,000/- (Rupees Thirty Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (herein referred to as "the Board", which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable, from time to time, that may be required in connection with the above resolution."

6) **Appointment of M/s. NL Bhatia & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company.**

To consider and, if thought fit, to give assent or dissent to the following resolution as **Ordinary resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. N L Bhatia & Associates, Practicing Company Secretaries (Firm Reg. No.: P1996MH055800), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2026-27 to FY 2030-31, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7) **To approve the utilisation of funds earmarked for specific purposes by way of granting Inter-Corporate Deposits**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** in supersession of and partial modification to the earlier resolutions passed by the Members of the Company in this regard, and pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), including Section 186 and the rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to temporarily deploy, from time to time, the unutilised proceeds of the preferential issue of securities undertaken by the Company and earmarked for the objects/purposes disclosed in the relevant offer documents and approvals, pending their utilisation towards such objects/purposes, by placing such funds in fixed deposits and/or granting secured/ unsecured Inter-Corporate Deposits ("ICDs") and/or loans to other body corporates, up to an aggregate amount of ₹11,00,00,000/- (Rupees Eleven Crores only) outstanding at any point of time, on such terms and conditions as may be determined by the Board in the best interests of the Company.

RESOLVED FURTHER THAT such temporary deployment of the unutilised preferential issue proceeds shall not constitute a change in the objects of the preferential issue, and the Board shall ensure that the funds so deployed are recalled/withdrawn and made available for utilisation towards the respective objects/purposes of the preferential issue as and when required, subject to applicable laws and regulatory requirements.

RESOLVED FURTHER THAT the aforesaid limit of ₹11,00,00,000/- shall be subject to the limits prescribed under Section 186 of the Act and the rules made thereunder, as amended from time to time, or such higher limits as may be approved by the Members of the Company in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT the ICDs / loans shall be granted only to such body corporates and on such terms and conditions, including the amount, tenure, rate of interest, repayment terms, security, if any, and other commercial terms, as may be determined by the Board from time to time, subject to compliance with the applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to review, renew, modify, recall or otherwise deal with such ICDs / loans / Deposits from time to time within the aforesaid overall limit and subject to the applicable statutory limits and requirements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents and writings as may be necessary, desirable or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Director, Key Managerial Personnel or officer of the Company, as it may deem appropriate."

8) To Consider and Approve Sub-Division/Split of Equity Shares of the Company:

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten Only) into face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT pursuant to the split/sub-division of equity shares of the Company, all the authorized, issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand sub-divided into equity shares of face value of Rs. 1/-(Rupee One only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

Particulars	**Pre Sub-division**		**Post Sub-division**	
	Shares	**FV (Rs.)**	**Shares**	**FV (Rs.)**
Authorized Share Capital				
Equity	1,15,00,000	10	11,50,00,000	1
Issued, Subscribed and Paid-up Share Capital				
Equity	70,38,333	10	7,03,83,330	1

RESOLVED FURTHER THAT upon sub-division /split of equity shares as aforesaid and with effect from the Record Date:

a) for the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs.10/- each, fully paid up, shall be deemed to have been automatically cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents **("RTA")**, without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s)/letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the prevailing laws/ guidelines in this regard; and

b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

REOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto."

9) To Consider the Alteration in Capital Clause "V" Of Memorandum of Association of the Company.

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing INR 11,50,00,000/-(Rupees Eleven Crore Fifty Lakhs) divided into 1,15,00,000 (One Crore Fifty Lakh Only) Equity Shares of ₹10/- each to ₹ 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs) divided into 11,50,00,000 (Eleven Crore Fifty Lakhs) Equity Shares of ₹1/- each (Rupees One Only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause: "V. The Authorized Share Capital of the Company is ₹11,50,00,000 (Rupees Eleven Crore Fifty Lakhs) divided into 11,50,00,000 (Eleven Crore Fifty Lakhs) Equity Shares of ₹1/- each (Rupees One Only) each."

RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

By the order of the Board
Chandni Machines Limited

Jayesh R Mehta
Chairperson & Managing Director
DIN: 00193029

Date: September 08, 2026
Place: Mumbai

NOTES:

i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business set out in Item No. 3, 4, 5, 6, 7, 8 and 9 of the accompanying Notice to be transacted at the Annual General Meeting is annexed hereto.

ii) The Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 3/2022 dated May 5, 2022; 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (hereinafter collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SBEI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/CMD/PoD2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 have permitted the Companies to hold their Annual General Meeting ("AGM") through video conferencing / any other audio visual means ("VC facility") without the physical presence of the members at a common venue.

iii) In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and MCA Circulars and the SEBI Circulars, the 10th AGM of the Company is being held through VC facility. The Registered Office of the Company shall be deemed to be the venue for the AGM in accordance with SS-2 issued by ICSI read with Clarification / Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) dated April 15, 2020.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 9th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

iv) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by Purva Sharegistry (India) Pvt. Ltd.

v) The Board of Directors have appointed **M/s S P K G & Co. LLP**, Practicing Chartered Accountant, (Membership No.:178942) Mumbai as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner.

vi) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on 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 Chairperson 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.

vii) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 8th AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution / Authority Letter / etc. (PDF/JPG format) to the Scrutinizer by e-mail at ashutosh.somani@spkg.co.in with a copy marked to compliance@cml.net.in. They can also upload their Board Resolution / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

viii) The attendance of the Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per the applicable Circulars.

ix) In compliance with the MCA Circulars, the Notice of the AGM along with Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants (DPs)/ Registrar & Transfer Agent (RTA) support@purvashare.com. The Company shall send a physical copy of the Annual Report to those Members who request for the same at compliance@cml.net.in mentioning their Folio No./DP ID and Client ID. The Notice convening the 10th AGM and the Annual Report 2025-26 have been uploaded on the website of the Company at www.cml.net.in and may also be accessed from the relevant section on the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com. The Notice of the AGM is also available on the website of Purva Sharegistry (India) Pvt. Ltd at https://evoting.purvashare.com/.

x) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23rd September, 2026 being Cut-off Date.

xi) 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, will be available electronically for inspection by the members during the AGM. All documents referred to in the

Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2026. Members seeking to inspect such documents can send an email to compliance@cml.net.in.

xii) Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. On or after 1st April, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link https://www.purvashare.com or contact the Company's RTA 022 - 23016761 ('Registrar') at (email of RTA) support@purvashare.com for assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at www.cml.net.in

xiii) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

xiv) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised to periodically obtain / request their DP for statement of their shareholding and the same be verified from time to time.

xv) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on September 26, 2026 at 09:00 AM and ends on September 29, 2026 at 05:00 PM. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **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**	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) 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 5) For OTP Based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on “Shareholder/Member” module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	• Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@cml.net.in, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

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

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.

7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7(Seven) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at compliance@cml.net.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@cml.net.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item No. 3:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kishor Babubhai Vaidya (DIN: 00780826), as Director (in the capacity of Independent Director) of the Company, with effect from September 08, 2026 pursuant to Sections 149, 150 and 152 of the Act and provisions of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Kishor Babubhai Vaidya, shall hold office upto the date of ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Kishor Babubhai Vaidya is eligible to be appointed as an Independent Director of the Company for a term of five consecutive years. The Company has received a declaration from Mr. Kishor Babubhai Vaidya that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

Brief profile of Mr. Kishor Babubhai Vaidya is as follows:

Kishor Vaidya became a leading entrepreneur in his prime time, about 42 years ago, deriving sense of purpose by his own actions and accomplishments. When Kishor Vaidya started out in 1979, little did he realize that he will be changing the world of Indian compliances. He can be said to be a compliance visionary who believed in himself and believed that he would be able to influence people in abiding by the rules of the laws enacted by the government over the years from time to time, in a way that would simplify the lives of people engaged to meet lawful requirements in the course of their businesses. Kishor Vaidya was right in his traditional thinking in the 1980’s and 1990’s that customers do not know what they want and how they need to work on the requirements of the law. It was Kishor Vaidya’s noblest intention to guide all such clients to fulfil such needs and thus brought about fundamental changes in the HR & Compliance Governance Business Verticals, He was a man for perfection and dedication, while it is said that time can stand still for some but for him, time was an essence, to build relationships with the clients and to take forward the labour law services to all those in need of compliances. In the years gone by, churning out prompt and instant compliance services day by day, when the intricacies and complexities of the rules and regulations were cumbersome, Kishor Vaidya set the trend in those growing years to spear head in tackling problems with solutions, heads on, and thus, brought about resolutions in the lives of various clients engaged in the services of labour laws. Having a style of his own, to constantly bring about a sea change in the way clients look at labour law compliances, when there were about almost over 300 such acts applicable to citizens and establishments in some way or the other, he set to rest the contradictions in the minds of people regarding such adherence to acts with instinctive skills accompanied by the reservoir of knowledge that he possessed. Kishor Vaidya’s nature can be said to be supportive at all times for his progressive initiatives by transferring his ideology into practice, always having the inclination to implement measures propagated by the authorities from time to time. In those years when there was a deterrent on the part of establishments in tackling the cumbersome regulatory rules, Kishor Vaidya infiltrated these challenging areas to change the mind set of people and to give them the comfort level of abiding the governance of these rules within the framework of the laws. In the course of his career journey of over 42 years, he lends credence to the building up of all his startup companies, be it labour laws, payroll, outsourcing, recruitment, advisory services, by leading not only, a dignified life of being a lawful corporate citizen but also by creating public opinion for progressive measures and at times, compelling the authorities to review and to bring legislation reflecting the opinion of stakeholders. It can be said that the vision and mission of Kishor Vaidya was always said to be unique as he believed that nothing can be permanent and whatever remains as hurdles for changes, have to be removed, however, old, traditional and divine it may be.

<u>The skills and expertise possessed by Mr. Kishor Babubhai Vaidya are as under</u>:

Channel Management, Business Development and Supply Chain Optimization. In the opinion of the Board, Mr. Kishor Babubhai Vaidya fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director. The Board firmly believes that Mr. Kishor Babubhai Vaidya_deep understanding of the Business and analytical skills will prove valuable for the Company.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in Annexure to this Notice. The remuneration, if any payable to Mr. Kishor Babubhai Vaidya shall be governed by the Nomination and Remuneration Policy.

None of the Directors or Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested financially or otherwise in the above proposal.

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval of the Members by way special resolution.

<u>Item No. 4</u>

Mr. Richie Hiralal Amin (DIN: 02253316) was appointed as an Independent Director of the Company at the Annual General Meeting held on September 29, 2022, for a first term of five years, up to November 07, 2026. Considering his valuable contribution, experience and expertise, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 08, 2026, has proposed his re-appointment as an Independent Director for a second term of 5 (five) consecutive years commencing from November 08, 2026 to November 07, 2031 (both days inclusive), subject to the approval of the Members by way of a Special Resolution.

Mr. Richie Hiralal Amin has given his consent to act as an Independent Director and has confirmed that he fulfils the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013, the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. The

Company has also received the requisite declarations and confirmations from him, including confirmation that he is not disqualified from being appointed as a Director under the Act.

In the opinion of the Board, Mr. Richie Hiralal Amin fulfils the conditions specified under the Act and the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the management of the Company. The Board is of the view that his continued association with the Company would be beneficial to the Company.

In accordance with Section 149(10) of the Act, the re-appointment of an Independent Director for a second term requires the approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Except Mr. Richie Hiralal Amin and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

<u>Item No. 5:</u>

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 30,00,00,000 Crores (Rupees Thirty Crores), as proposed in the Notice.

The above proposal is in the interest of the Company and none of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested in the said resolution.

The Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company.

Item No. 6:

Pursuant to Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed Company is required to annex with its Board's Report, a Secretarial Audit Report issued by a Practicing Company Secretary.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, a listed entity shall appoint a peer reviewed firm of Company Secretaries in practice as Secretarial Auditor for a maximum of two terms of five consecutive years, with the approval of shareholders at the AGM. Further, any association of such firm with the Company prior to 31st March, 2026, shall not be considered for calculating the aforesaid tenure.

Accordingly, after evaluating and considering various factors, including the firm's capacity to handle diverse and complex business environment, its industry standing and the clientele it serves, the Audit Committee and the Board of Directors of the Company at their Meeting held on September 08, 2026 have recommended the appointment of M/s. N L Bhatia & Associates, Practicing Company Secretaries, (Firm Reg.: P1996MH055800) as the Secretarial Auditor of the Company for a term of five consecutive years from FY 2026-27 to FY 2030-31, subject to the approval of shareholders at the ensuing AGM.

Brief Profile:

M/s. N. L. Bhatia & Associates, one of the oldest Practicing Company Secretaries (PCS) firm, founded in the year 1996 by Founder Partner CS N.L. Bhatia, senior most Company Secretary in practice since 1982. The Firm provides services to the corporate world in the matter of Corporate Laws and Compliances. The firm is having wide experience across various industries and knowledge of Secretarial Audit, Corporate Governance, Corporate Compliance Management, Securities related laws and regulations, new business formations, Corporate Restructuring and Corporate Affairs.

Address- 507, Skyline Wealth Space, 5th Floor, C-2 wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400086, Maharashtra, India.

N L Bhatia has given its consent to act as the Secretarial Auditor of the Company and has also confirmed that they hold a valid peer review certificate issued by Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as the Secretarial Auditor.

The Board of Directors of the Company recommends the appointment of M/s. N L Bhatia & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years, as set out in item no.6, for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No. 6.

Item No. 7

The Company has raised funds pursuant to a preferential issue of securities undertaken by the Company, the proceeds of which have been earmarked for utilisation towards the objects/purposes disclosed in the relevant offer documents and approvals in relation to such preferential issue.

Pending utilisation of such proceeds towards the respective objects/purposes, there is a temporary period during which a portion of the funds remains unutilised. In order to ensure prudent treasury management and efficient deployment of such unutilised funds during such interim period, the Company proposes to provide flexibility to the Board of Directors of the Company ("Board") to temporarily deploy such unutilised preferential issue proceeds by placing the same in fixed deposits with banks and/or by way of Secured/ Unsecured Inter-Corporate Deposits ("ICDs") and/or loans to other body corporates, as may be considered appropriate in the best interests of the Company.

The proposed temporary deployment is intended to enable the Company to earn returns on the unutilised preferential issue proceeds pending their deployment towards the objects/purposes for which the funds were raised, while maintaining appropriate liquidity and ensuring that the funds remain available for their intended utilisation.

Accordingly, approval of the Members is sought to authorise the Board to temporarily deploy, from time to time, the unutilised proceeds of the preferential issue of securities undertaken by the Company and earmarked for the objects/purposes disclosed in the relevant offer documents and approvals, by placing such funds in fixed deposits and/or granting ICDs and/or loans to other body corporates, up to an aggregate amount of ₹ 11,00,00,000/- (Rupees Eleven Crores only) outstanding at any point of time.

The proposed temporary deployment of the unutilised preferential issue proceeds shall not constitute a change in the objects of the preferential issue. The funds so deployed shall continue to remain earmarked for the respective objects/purposes of the preferential issue, and the Board shall ensure that such funds are recalled, withdrawn or otherwise made available for utilisation towards the respective objects/purposes as and when required, subject to applicable provisions of the Companies Act, 2013 ("Act"), rules made thereunder and other applicable laws and regulatory requirements.

The proposed limit of ₹11,00,00,000 Crores is an enabling limit for temporary deployment of the unutilised preferential issue proceeds and shall not be construed as an authority to utilise such funds for any purpose other than the objects/purposes of the preferential issue. The actual amount deployed from time to time shall depend upon the amount of unutilised preferential issue proceeds available, the anticipated timing of utilisation, the liquidity requirements of the Company and other relevant commercial considerations.

The ICDs / loans shall be granted on such terms and conditions, including the amount, tenure, rate of interest, repayment schedule and security, if any, as may be determined by the Board from time to time.

The aforesaid limit of ₹11,00,00,000 Crores shall at all times be subject to the applicable limits, conditions and requirements prescribed under Section 186 of the Act and the rules made thereunder, as amended from time to time, or such higher limits as may be approved by the Members of the Company in accordance with the applicable provisions of the Act.

The approval sought from the Members is an enabling approval and shall not be construed as an obligation on the Company to deploy the entire amount of ₹ 11,00,00,000. The actual deployment shall be undertaken only to the extent of funds remaining unutilised and only when considered commercially appropriate and in the best interests of the Company, while ensuring that the funds remain available for their intended purposes.

Recommendation of the Board

The Board of Directors is of the opinion that the proposed temporary deployment of unutilised preferential issue proceeds in fixed deposits and/or by way of ICDs / loans, pending their utilisation towards the respective objects/purposes of the preferential issue, would enable the Company to efficiently manage its surplus funds, earn returns thereon and maintain adequate liquidity, without altering the objects of the preferential issue.

Accordingly, the Board recommends the resolution set out at Item No. 7 for approval by the Members as an Ordinary Resolution.

Interest of Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent stated above.

ITEM NO. 8-9:

The Board of Directors of the Company (the "Board") at its meeting held on September 08, 2026, had subject to the approval of Members of the Company and statutory authority(ies), if any, approved and recommended the subdivision/split of equity shares of the Company such that 1 (One) fully paid-up equity share of the face value of Rs. 10/- (Rupees Ten only) each is sub-divided into 10 (Ten) fully paid up equity shares of the face value of Rs. 1/- (Rupees One only) each, fully paid-up, ranking pari passu with each other in all respects with effect from such date being the Record Date as may be fixed for this purpose by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include a Committee of Directors duly constituted or to be constituted by the Board). In the opinion of the Board, the proposed sub-division/split will improve the liquidity of companies share and to make more affordable for small investors and also to broad base of small investors. The Record date for the aforesaid sub-division of the equity shares shall be fixed by the Board of Directors. The sub-division/split will not in any manner affect the rights and obligations of the Members. It is purely arithmetic exercise to improve market accessibility of the shares and does not result in any dilution of shareholding. Upon approval of shareholder for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 01/- each, fully paid up, will be dispatched to the shareholders, and in case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on record date, in lieu of their existing equity shares. There will be no change in the amount of authorised preference share capital of the Company. None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution. The Board recommends that the resolution set out at item no. 5 be passed as an Ordinary Resolution.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 8 of the Notice to reflect the change in face value of each Equity Share of the Company from existing ₹ 10/- (Rupees Ten Only) each to proposed ₹ 1/- each (Rupee One Only) each. Alteration of the capital clause of MOA to facilitate sub-division of the Equity shares is as under:

Particulars	Pre-Sub-division of Equity Shares			Post Sub-division of Equity Shares		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	1,15,00,000	10	11,50,00,000	11,50,00,000	1	11,50,00,000
Issued, Subscribed and Paid-up Share Capital	70,38,333	10	7,03,83,330	7,03,83,330	1	7,03,83,330

Pursuant to the provision of section 13 and 61 of Companies Act, 2013 ("the Act") and any other applicable provision of the Act, if any, alteration of capital clause requires the approval of the members of the Company by way of passing ordinary resolution to that effect. None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution. The Board recommends that the resolution set out at item no. 09 be passed as an Ordinary Resolution.

ANNEXURE - I

Details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations) and SS-2 Secretarial Standard on General Meetings seeking re-appointment at ensuing 8th Annual General Meeting.

Sr. No.	Particulars	Details	Details
1	Name of the Director	Amita Jayesh Mehta	Kishor Babubhai Vaidya
2	Age	62	78
3	DIN	00193075	00780826
4	Date of Birth	01/11/1963	21/11/1948
5	Date if first appointment on the Board	12/04/2016	08/09/2026
6	Qualifications	Commerce Graduate	Refer Item No. 3 of the explanatory Statement annexed to this Notice.
7	Expertise, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Amita Jayesh Mehta deals with the sourcing of Materials.	Refer Item No. 3 of the explanatory Statement annexed to this Notice.
8	Other Directorships	a. Candour Techtex Limited b. JR Auto Components Private Limited c. KJM Engineering Tools Private Limited	a. Karma Management Global Consulting Solutions Private Limited b. Grow More School of Management Private Limited
9	Number of meetings of the Board attended during the year	7	Not Applicable
10	Listed entities from which Director resigned in the past three years	None	None
11	Listed companies (other than Chandni Machines Limited) in which she holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Candour Techtex Limited	None
12	Shareholding in Chandni Machines Limited	5,51,925	Nil
13	Relationship between directors inter-se	Mrs. Amita Jayesh Mehta is the spouse of Mr. Jayesh Ramniklal Mehta.	Independent to the Company

Sr. No.	Particulars	Details
1	Name of the Director	Richie Hiralal Amin
2	Age	61
3	DIN	02253316
4	Date of Birth	12/04/1965
5	Date if first appointment on the Board	08/11/2021
6	Qualifications	Commerce Graduate
7	Expertise, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With a strong understanding of industrial equipment, manufacturing, and international trade practices, they contribute to the Company's long-term growth and regulatory compliance.
8	Other Directorships	None
9	Number of meetings of the Board attended during the year	Seven
10	Listed entities from which Director resigned in the past three years	1. Candour Techtex Limited
11	Listed companies (other than Chandni Machines Limited) in which she holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	None
12	Shareholding in Chandni Machines Limited	Nil
13	Relationship between directors inter-se	Independent to the Company