



# CHAMAN METALLICS LIMITED

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF CHAMAN METALLICS LIMITED ('THE COMPANY') WILL BE HELD ON MONDAY, 25<sup>TH</sup> AUGUST, 2025 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, TO TRANACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESSES:**

**1. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.**

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

**“RESOLVED THAT** pursuant to Section 61, 64 and other applicable provisions of the Companies Act, 2013, if any and Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force and provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be altered and increased from the existing Rs. 25,00,00,000.00 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10 (Rupees Ten Only) each to Rs.75,00,00,000.00 (Rupees Seventy-Five Crore Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs.10 (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, if any, the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force the existing Clause 5<sup>th</sup> of Memorandum of Association of the Company be further substituted with the following clause:

**5<sup>th</sup>.The Authorised Share Capital of the Company is Rs.75,00,00,000 (Rupees Seventy-Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs.10 - (Rupees Ten Only) each.** The Company has power from time to time to increase, reduce, consolidate, subdivide and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution.”

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CIN : L27100MH2003PLC143049

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

Correspondence : Agrawal Complex, Opp. Pandey Nursing Home, Samta Colony, Raipur - 492001 (Chhattisgarh)  
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**2. To increase the Borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company and in supersession of all earlier resolutions passed by the Company in this regard, the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee of the Board), be and is hereby authorised to borrow any sum or sums of money from time to time at its discretion, for the long term and short term business requirements of the Company, from any one or more Banks, Financial Institutions, Firms, Bodies Corporate and other Persons, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium account, provided that the total outstanding amount so borrowed shall not exceed the limit of **Rs.2,000.00 Crores (Rupees Two Thousand Crores only) (Both funded and non-funded)** at any one point of time. The Board be and is hereby also empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents and writings as may be required and further to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, desirable or expedient to give effect to this resolution.”

**3. To approve Mortgage/Pledge/Hypothecate/Create Charge on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company and in supersession of all earlier resolutions passed by the Company in this regard, the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee of the Board), be and is hereby authorised to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/ other instruments, to secure rupee/ foreign currency loans and/or the issue of debentures whether partly/ fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign

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currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that, the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not exceed **Rs.2,000.00 Crores (Rupees Two Thousand Crores Only)** at any one point of time. The Board be and is hereby also empowered and authorized to arrange or fix the terms and conditions of all such securities to be provided from time to time as to interest, repayment or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, and execute such documents/deeds/writings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges/security as aforesaid."

**4. To authorize 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 a 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, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee of the Board), be and is hereby authorised 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 exceed **Rs.2,000.00 Crores (Rupees Two Thousand Crores Only)** at any one point of time and shall be utilized by the borrower for the purpose of its principal business activities.

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**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.”

**5. To authorise the Board to approve transactions for providing loans or to make investments, to give guarantees or to provide security under Section 186 of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to Section 179, 186 and other applicable provisions, if any, of the Companies Act, 2013 (as amended from time to time) read with Rule No. 11 & 13 of the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary and in supersession of all earlier resolutions passed by the Company in this regard, the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee of the Board), be and is hereby authorised, to give loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other person or body corporate, make investment and acquire by way of subscription, purchase or otherwise, invest in the securities of any other body corporate and/or in trust, exceeding 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account (whichever is higher), but not exceeding **Rs.2,000.00 Crores (Rupees Two Thousand Crores Only)**, in aggregate with existing loans, investments, guarantee and security and on such terms and conditions as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits as mentioned above, including the power to transfer, lien and dispose off the investments so made, from time to time and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while giving loan to any person or body corporate or giving guarantee or providing security in connection with a loan to any other person or body corporate within the aforesaid limits as mentioned in clause (b) and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution.”

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## 6. To approve material related party transaction limit with G.R. Sponge and Power Limited.

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee of the Board), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **G.R. Sponge and Power Limited**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), if any, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby jointly and severally authorised to execute all such agreements, documents, instruments and writings as may be deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

## 7. To approve material related party transaction limit with G.R. Integrated Steel Private Limited.

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee of the Board), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **G.R. Integrated Steel Private Limited**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), if any, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

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# CHAMAN METALLICS LIMITED

**RESOLVED FURTHER THAT** the Board be and is hereby jointly and severally authorised to execute all such agreements, documents, instruments and writings as may be deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

**8. To approve material related party transaction limit with G.R. Krishna Ferro Alloys Private Limited.**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee of the Board), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **G.R. Krishna Ferro Alloys Private Limited**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), if any, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby jointly and severally authorised to execute all such agreements, documents, instruments and writings as may be deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard.”

**9. To approve material related party transaction limits with certain related parties.**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee of the Board), for borrowing/availing of additional loans/ advances, within the limits approved by the members pursuant to Section 180(1)(c) of the Act vide special resolution passed in this regard, in one or more tranches, for an aggregate amount at any one point of time, not exceeding 1000/- Crores (Rupees One Thousand Crores only), notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more related parties during any financial year exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last audited financial statements

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of the Company preceding the respective financial year in which such borrowings are availed by the Company, on arm's length basis, and on such terms and conditions as may be considered appropriate by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above 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.
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 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') has permitted the holding of the EGM 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, October 7, 2023 and October 3, 2024 ('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 EGM of the Company is being held through VC/OAVM on Monday, 25<sup>th</sup> August, 2025, at 12:30 P.M. (IST). The proceedings of the EGM 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 EGM 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 EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
4. The Members can join the EGM 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](http://www.evoting.nsdl.com). The facility of participation at the EGM 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,

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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 EGM 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 EGM 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](mailto:ca.psinghania@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 EGM 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 EGM, 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 EGM is 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 Notice to those Members who request the same at [cs@cmlgrgroup.com](mailto:cs@cmlgrgroup.com) or [info@cmlgrgroup.com](mailto:info@cmlgrgroup.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the EGM will also be available on the website of the Company at [www.cmlgrgroup.com](http://www.cmlgrgroup.com), website of the Stock Exchange i.e. the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://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 EGM. Members seeking to inspect such documents can send an e-mail to [cs@cmlgrgroup.com](mailto:cs@cmlgrgroup.com).

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# CHAMAN METALLICS LIMITED

12. The Company's Registrar and Share Transfer Agent for its share registry work (Physical & Dematerialized) is MUFG 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. 1 to 9 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 Extra Ordinary 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 Extra Ordinary General Meeting. The facility for voting shall also be made available during the Extra Ordinary 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 Extra Ordinary General Meeting. The Members who have cast their vote by remote e-voting prior to the Extra Ordinary 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 proposals in this Notice, if any, may be sent to the Company at [cs@cmlgrgroup.com](mailto: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 EGM.

By order of the Board of Directors

SD/-

**Rahul Relwani**

**Company Secretary & Compliance Officer**

**Date: 02<sup>th</sup> August, 2025**

**Place: Raipur**

CIN : L27100MH2003PLC143049

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# CHAMAN METALLICS LIMITED

## EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) OF THE COMPANIES ACT, 2013

**The following Explanatory Statement sets out all the material facts relating to the Businesses under Item Nos. 1 to 9 of the accompanying this Notice.**

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

The present Authorised Share Capital of the Company is Rs.25,00,00,000.00 (Rupees Twenty-Five Crores) Only comprising of 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 30<sup>th</sup> May, 2025, have considered and approved its proposal for increasing the Authorised Share Capital from Rs.25,00,00,000.00 (Rupees Twenty-Five Crores) Only to Rs.75,00,00,000.00 (Rupees Seventy-Five Crores) Only by creation of 5,00,00,000 (Five Crore) additional equity shares of Rs.10/- each, which is subject to the members approval in the extraordinary general meeting.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs.25,00,00,000.00 (Rupees Twenty-Five Crores) Only To Rs.75,00,00,000.00 (Rupees Seventy-Five Crores) Only by creation of 5,00,00,000 (Five Crore) additional equity shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause 5<sup>th</sup> of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The Resolution contained in Item No. 1 seek to increase the Authorised Share Capital of the Company as aforesaid and to alter the Memorandum of Association of the Company, respectively, consequent to such alteration and increase in the Authorised Share Capital of the Company as proposed.

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. 1.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

### **ITEM NO. 2 & 3:**

Pursuant to the provision of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, subject to the approval of members in the general meeting by way of passing Special Resolution.

Further, pursuant to Section 180(1)(a) of the Companies Act, 2013, provides for the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the general meeting by way of passing Special Resolution.

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In view of the ongoing business expansion and the resulting growth in operations, the Company's existing and anticipated financial needs are expected to rise. Consequently, the Company will require additional funds from time to time to support its strategic initiatives and operations. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

In order to secure the borrowings/financial assistance, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sell/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the Shareholders for enhancing the existing limits under the said Section.

Accordingly, the Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, for an aggregate limit of Rs.500 Crores (Rupees Five Hundred Crores Only) by way of passing a Special Resolution on 04<sup>th</sup> August, 2022. In furtherance to same and keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors in their meeting held on 30<sup>th</sup> May, 2025 has proposed and approved for enhancing limit from existing Rs.500 Crores (Rupees Five Hundred Crores Only) upto an aggregate revised limit of Rs.2,000 Crores (Rupees Two Thousand Crores Only), subject to the approval of Shareholders of the Company in the ensuing Extra Ordinary General Meeting ("EGM").

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the Members is sought for passing a Special Resolutions as set out in the Item No. 2 & 3 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolutions for the approval of the Shareholders of the Company.

## **ITEM NO.4:**

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.

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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.

The Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 185 of the Companies Act, 2013, for an aggregate sum of Rs.500 Crores (Rupees Five Hundred Crores Only) at one point of time by way of passing a Special Resolution on 04<sup>th</sup> August, 2022 and in order to render support for the business requirements of the entities in which Director(s) of the Company is/are interested or deemed to be interested from time to time, the Board of Directors in their meeting held on 30<sup>th</sup> May, 2025, has proposed and approved for advancing loan, giving guarantee and/ or providing security to all such Person specified under Section 185 of the Companies Act, 2013, and more specifically such other entity(ies)/person(s) as the Board of the Directors in their absolute discretion deems fit and beneficial and in the interest of the Company (hereinafter commonly known as the Entities); all together within whom or in which any of the Director of the Company from time to time is interested or deemed to be interested, from existing Rs.500 Crores (Rupees Five Hundred Crores Only) upto an aggregate revised limit of Rs.2,000 Crores (Rupees Two Thousand Crores Only), subject to the approval of Shareholders of the Company in the ensuing General Meeting .

Further, 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.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such Body Corporates to whom loans, guarantee and security being/to be advanced/given/provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in the Item No. 4 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

## **Item No.5:**

Pursuant to provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly-

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

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(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 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 higher.

Further, pursuant to provisions of Section 186(3) of the Companies Act, 2013, a Company may make investments in any other body corporate or give loan to any other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or persons, in excess of the limits mentioned above, if previously authorized by a special resolution passed in a general meeting.

The Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 186 of the Companies Act, 2013, for an aggregate sum of Rs.500 Crores (Rupees Five Hundred Crores Only) at one point of time by way of passing a Special Resolution on 04<sup>th</sup> August, 2022 and in furtherance to same and keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility, the Board of Directors in their meeting held on 30<sup>th</sup> May, 2025, has proposed and approved for seeking the Shareholders approval for an enhanced limit from existing Rs.500 Crores (Rupees Five Hundred Crores Only) upto an aggregate revised limit of Rs.2,000 Crores (Rupees Two Thousand Crores Only) and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such Body Corporates to whom loans, guarantee and security being/to be advanced/given/provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the Members is sought for passing a Special Resolutions as set out in the Item No. 5 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolutions for the approval of the Shareholders of the Company.

## **ITEM NO. 6, 7 & 8:**

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis with G.R.Sponge and Power Limited (“GRSPL”), G.R. Integrated Steel Private Limited (“GRISPL”) and G.R. Krishna Ferro Alloys Private Limited (“GRKFAPL”) as set out in Item No. 6 to 8 require approval of the members of the Company through the ordinary resolutions.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or exceeds 10% (ten percent) of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.

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The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 30<sup>th</sup> May, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 6, 7 and 8 of this Notice.

As per Regulation 23 of the SEBI Listing Regulations related parties of the Company are not permitted to vote to approve the resolution set out in Item No.6, 7 & 8 of this Notice whether the related party is a related party to the proposed transaction or not.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular is provided herein below:

## Material Related Party Transactions by the Company

### Item No. 6: Particulars of material related party transactions between Chaman Metallics Limited and G.R. Sponge and Power Limited

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	G.R.Sponge and Power Limited ("GRSPL")  GRSPL is Holding Company of the Company. GRSPL holds 1,02,98,808 (42.67%) equity shares of the Company.
2.	Type, tenure, material terms and particulars	Purchase and Sale of raw materials and other products and services from GRSPL.  Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).

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		Approval of the shareholders is being sought for entering into transactions of purchase and sale of products and services during FY 2025-26 to FY 2027-28.
3.	Value of the transaction	Up to Rs.300 crores per financial year.
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	174.23% of annual turnover of the Company for FY 2024-25
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	The Company has recently commenced operations under its expansion plan which not only enhanced the existing operations but also introduced new lines of products. Therefore, the requirement of raw materials including iron ore and manganese ore and of spare parts and consumables for repairs for its products and business operations is further expected to increase substantially over the next 3 (three) financial years.



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	<p>Our Holding Company, GRSPL, is also engaged in the business of manufacturing sponge iron and ferro alloys at Raipur, Chhattisgarh, and has existing arrangements for the supply of raw materials. Although Company has made its own arrangement of raw materials, they might not satisfy entire quantity or materials required, therefore, leveraging GRSPL's readily available stock arrangements and established procurement channels will help the Company address any urgent or uncertain supply requirements, thereby ensuring uninterrupted production and smooth business operations.</p> <p>The Company proposes to purchase iron-ore, manganese-ore and such other raw materials, as well as spare parts and consumables, as may be required for maintenance and business operations, from GRSPL. The procurement of products from GRSPL is expected to ensure availability of supply of consistent grade of raw materials to the Company's plant thereby ensuring efficiency and productivity.</p> <p>Simultaneously, the Company may also supply to GRSPL certain raw materials, spare parts, consumables, or finished/semi-finished products that may be surplus to the Company's requirements or fall within GRSPL's operational needs. Additionally, services relevant to either party's business may also be exchanged, depending on requirements. This will support optimal utilization of resources, reduce inventory holding costs, and contribute to additional revenue generation for the Company.</p> <p>All transactions between the Company and GRSPL, whether relating to purchase or sale of raw materials, products, or services, shall be conducted on an arm's length basis and in the ordinary course of business.</p>	
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable

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8.	Any other information that may be Relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
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**Item No. 7: Particulars of material related party transactions between Chaman Metallics Limited and G.R. Integrated Steel Private Limited**

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	G.R. Integrated Steel Private Limited (“GRISPL”)  GRISPL is subsidiary of Holding Company of the Company.
2.	Type, tenure, material terms and particulars	Purchase and sale of raw materials and other products and services from GRISPL.  Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).  Approval of the shareholders is being sought for entering into transactions for purchase and sale of products and services during FY 2025-26 to FY 2027-28.
3.	Value of the transaction	Up to Rs.300 crores per financial year.
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	174.28% of annual turnover of the Company for FY 2024-25
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not Applicable

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	<ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	<p>The Company has recently commenced operations under its expansion plan which not only enhanced the existing operations but also introduced new lines of products. Therefore, the requirement of raw materials including iron ore, iron ore pellets and of spare parts and consumables for repairs for its products and business operations is further expected to increase substantially over the next 3 (three) financial years.</p> <p>There were no manufacturers or suppliers of iron ore pellets in the vicinity of the Company's plant located at Chandrapur. The nearest available sources were based in Raipur, Chhattisgarh and GRISPL, subsidiary of our Holding Company (G.R.Sponge and Power Limited) is actively engaged in the business of manufacturing iron ore pellets, which is a raw material for production of sponge iron pellets. GRISPL's high quality iron ore pellets production capacity can help the Company address any urgent or uncertain supply requirements, thereby ensuring uninterrupted production and smooth business operations.</p> <p>The Company proposes to purchase iron-ore, pellets and such other raw materials and spare parts and consumables for repairs for its products and business operations, from GRISPL, as may be required. The procurement of products from GRISPL is expected to ensure availability of supply of consistent grade of raw materials to the plant of the Company thereby ensuring efficiency and productivity.</p>

	<p>Simultaneously, the Company may also supply GRISPL with certain raw materials, spare parts, consumables, or finished/semi-finished products that are surplus to its own requirements or that meet GRISPL's operational needs. Additionally, services may also be exchanged between the parties, as and when required, to support business efficiency on both sides. These arrangements will help in the optimal utilization of resources, improved inventory management, and generation of additional revenue for the Company.</p> <p>All transactions between the Company and GRISPL, whether for the purchase or sale of raw materials, products, or services, will be undertaken at arm's length pricing and in the ordinary course of business.</p>
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions
8.	Any other information that may be Relevant

**Item No. 8: Particulars of material related party transactions between Chaman Metallics Limited and G.R. Krishna Ferro Alloys Private Limited**

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>G.R. Krishna Ferro Alloys Private Limited ("GRKFAPL")</p> <p>GRKFAPL is a Private Company in which Mr. Chetan Kumar Agrawal (Managing Director) and Mr. Keshav Kumar Agrawal (Joint MD &amp; CFO) of the Company are Directors and Members and Mr. Ramesh Kumar Agrawal (Director) of the Company is Member in GRKFAPL.</p>
2.	Type, tenure, material terms and particulars	<p>Purchase and sale of raw materials and other products and services from GRKFAPL.</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p>

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Correspondence : Agrawal Complex, Opp. Pandey Nursing Home, Samta Colony, Raipur - 492001 (Chhattisgarh)  
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		Approval of the shareholders is being sought for entering into transactions for purchase and sale of products and services during FY 2025-26 to FY 2027-28.
3.	Value of the transaction	Up to Rs.100 crores per financial year.
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	58.07% of annual turnover of the Company for FY 2024-25
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	<p>The Company has recently commenced operations under its expansion plan which not only enhanced the existing operations but also introduced new lines of products. Therefore, the requirement of raw materials including manganese ore and of spare parts and consumables for repairs for its products and business operations is further expected to increase substantially over the next 3 (three) financial years.</p> <p>GRKFAPL, is also engaged in the business of manufacturing ferro alloys and has existing arrangements for the supply of raw materials.</p>



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		<p>Leveraging GRKFAPL's readily available stock arrangements and established procurement channels will help the Company address any urgent or uncertain supply requirements, thereby ensuring uninterrupted production and smooth business operations.</p> <p>The Company proposes to purchase manganese ore and such other raw materials and spare parts and consumables for repairs for its products and business operations, from GRKFAPL, as may be required. The procurement of products from GRKFAPL is expected to ensure availability of supply of consistent grade of raw materials to the plant of the Company thereby ensuring efficiency and productivity.</p> <p>In addition, the Company may also supply GRKFAPL with certain raw materials, spare parts, consumables, or finished/semi-finished products that are surplus to the Company's own requirements or meet GRKFAPL's operational needs. Relevant services may also be exchanged between the parties, depending on business needs, enabling optimal use of group resources, reduction of idle inventory, and creation of additional revenue opportunities.</p> <p>All transactions between the Company and GRKFAPL, whether related to the purchase or sale of materials, products, or services, will be undertaken on an arm's length basis and in the ordinary course of business.</p>
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be Relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 6, 7 and 8 of this Notice, for approval by the Members of the Company.

Mr. Ramesh Kumar Agrawal, Mr. Chetan Kumar Agrawal, Mr. Keshav Kumar Agrawal and their relatives are deemed to be concerned or interested in resolutions no. 6, 7 and 8 of this Notice.

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None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item no. 6, 7 and 8 of this Notice.

## **ITEM NO. 9:**

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company through Ordinary Resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or exceeds 10% (ten percent) of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.

It is proposed before the members to approve borrowings/availing of loans/ advances, from any one or more of the related parties, in one or more tranches, for an amount not exceeding Rs.1000 Crores (Rupees One Thousand Crores Only), at any one point of time, on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors.

Considering the funding requirements for business operations, capital expenditure and expansions plans of the Company, the approval of the members is being sought for the proposal of approving the aforesaid borrowing limit in aggregate of Rs.1000 (Rupees One Thousand Crores Only) at any one point of time. Notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more of related parties during any financial year exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, by way of resolution as stated in Item No. 9 of this Notice.

The Company does borrow from banks and/ or financial institutions, in compliance with provisions of applicable laws, in its normal course of business, however such borrowings have certain standard restrictive covenants due to which immediate release of funds by the banks/ financial institutions sometimes takes longer than expected. Accordingly, to ensure continuity of working capital for operations of the Company, it is proposed to keep the option of availing borrowings from the promoter companies of the Company, in normal course of its business and on arms' length basis, subject to the willingness of the promoter companies.

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Details of the related parties of the Company from whom or any one of whom loans/advances may be availed/proposed to be availed are set out below:

S. No.	Name of Related Party	Relationship
1.	G.R.Sponge and Power Limited	Holding Company
2.	N.R.Sponge Private Limited	Subsidiary of Holding Company (G.R.Sponge and Power Limited)
3.	G.R. Integrated Steel Private Limited	Subsidiary of Holding Company (G.R.Sponge and Power Limited)
4.	Aryabhatt Sales Pvt Ltd	Promoter Group Company
5.	G.R. Krishna Ferro Alloys Private Limited (GRKFAPL)	A Private Company which a director or manager or his relative is a member or director.
6.	Vidarbha Minerals and Energy Private Limited	A Private Company which a director or manager or his relative is a member or director.
7.	Mr. Ramesh Kumar Agrawal	Director
8.	Mr. Chetan Kumar Agrawal	Managing Director
9.	Mr. Keshav Kumar Agrawal	Joint Managing Director and Chief Financial Officer

S. No.	Particulars	Details
9.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>1. G.R.Sponge and Power Limited (GRSPL) GRSPL is the Holding Company. GRSPL holds 1,02,98,808 (42.67%) equity shares of the Company.</p> <p>2. N.R.Sponge Private Limited (NRSPL) NRSPL is Promoter Group Company NRSPL holds (14.30%) equity shares of the Company.</p> <p>3. G.R. Integrated Steel Private Limited (GRISPL) GRISPL is subsidiary of Holding Company (G.R.Sponge and Power Limited)</p> <p>4. Aryabhatt Sales Pvt Ltd Promoter Group Company</p> <p>5. G.R. Krishna Ferro Alloys Private Limited (GRKFAPL)</p>

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	<p>GRKFAPL is a Private Company in which Mr. Chetan Kumar Agrawal (Managing Director) and Mr. Keshav Kumar Agrawal (Joint MD &amp; CFO) of the Company are Directors and Members and Mr. Ramesh Kumar Agrawal (Director) of the Company is Member in GRKFAPL.</p> <p>6. Vidarbha Minerals and Energy Private Limited (VMEPL)</p> <p>VMEPL is a Private Company in which Mr. Chetan Kumar Agrawal (Managing Director) and Mr. Keshav Kumar Agrawal (Joint MD &amp; CFO) of the Company are Directors and Members and Mr. Ramesh Kumar Agrawal (Director) of the Company is Member in VMEPL.</p> <p>7. Mr. Ramesh Kumar Agrawal.</p> <p>Director</p> <p>8. Mr. Chetan Kumar Agrawal</p> <p>Managing Director</p> <p>9. Mr. Keshav Kumar Agrawal</p> <p>Joint Managing Director and Chief Financial Officer</p>
10.	<p>Type, tenure, material terms and particulars</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s)/ Transaction(s).</p> <p>Approval of the shareholders is being sought for to borrow funds from related parties, as may be required, during FY 2025-26 to FY 2027-28.</p>
11.	Value of the transaction
12.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such

	percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
13.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
14.	Justification as to why the RPT is in the interest of the listed entity	<p>Considering the funding requirements for business operations, capital expenditure, and expansion plans of the Company, the approval of the members is being sought for the proposal of approving the aforesaid borrowing limit in aggregate of Rs. 1,000 Crores (Rupees One Thousand Crores Only) at any one point of time.</p> <p>While the Company generally avails borrowings from banks and/or financial institutions in the normal course of business and in compliance with applicable laws, such facilities are often subject to standard restrictive covenants and procedural formalities which may cause delay in the timely release of funds. In order to ensure continuity in working capital availability and to meet urgent or time-sensitive funding requirements for the ongoing operations of the Company, it is proposed to keep the option open to avail borrowings from the related parties of the Company, subject to their willingness and commercial feasibility.</p> <p>The said borrowings shall be undertaken in the ordinary course of business and on an arm's length basis.</p>



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		The proposed arrangement is in the interest of the Company as it provides financial flexibility, ensures timely availability of funds, and supports the long-term business objectives and strategic growth plans of the Company.
15.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
16.	Any other information that may be Relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 30<sup>th</sup> May, 2025 has approved the above proposal subject to the approval of the members of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company.

As per Regulation 23 of the SEBI Listing Regulations related parties of the Company are not permitted to vote to approve the resolution set out in Item No.9 of this Notice whether the related party is a related party to the proposed transaction or not.

Mr. Ramesh Kumar Agrawal, Mr. Chetan Kumar Agrawal, Mr. Keshav Kumar Agrawal and their relatives are deemed to be concerned or interested in Item No. 9 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item no. 9 of this Notice.

Accordingly, consent of the Members is sought for passing an Ordinary Resolutions as set out in the Item No. 9 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolutions for the approval of the Shareholders of the Company.

**By order of the Board of Directors**

SD/-

**Rahul Relwani**

**Company Secretary & Compliance Officer**

**Date: 02<sup>th</sup> August, 2025**

**Place: Raipur**

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## ANNEXURE I

### **INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM 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 EGM. 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 EGM 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, 18<sup>th</sup> August, 2025**, 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 EGM as well as remote e-Voting during the EGM.

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, 18<sup>th</sup> August, 2025**, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto: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](http://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, 22<sup>nd</sup> August, 2025 at 09:00 A.M. (IST) and ends on Sunday, 24<sup>th</sup> August, 2025 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, 18<sup>th</sup> August, 2025 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, 18<sup>th</sup> August, 2025.**

4. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, 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 EGM will also be eligible to participate at the EGM 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 EGM. The remote e-Voting module on the day of the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

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

1. Members will be able to attend the EGM through VC/OAVM at [www.evoting.nsdl.com](http://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 EGM**" in the Notice to avoid last minute rush.
2. Members may join the EGM 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 EGM. 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](mailto:cs@cmlgrgroup.com) before **3:00 P.M. (IST) on Monday, 18<sup>th</sup> August, 2025**.
4. Members who would like to express their views or ask questions during the EGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@cmlgrgroup.com](mailto:cs@cmlgrgroup.com) between **Friday, 22<sup>nd</sup> August, 2025 (9:00 A.M. IST) to Sunday, 24<sup>th</sup> August, 2025 (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 EGM. 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 EGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) 022 - 4886 7000 or contact Mr. Sanjeev Yadav, Assistant Manager–NSDL at [sanjeevy@nsdl.co.in](mailto:sanjeevy@nsdl.co.in).

## **THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE EGM:**

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	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> </ol>

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	<ol style="list-style-type: none"><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page.</li></ol> <p>The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"><li>1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li><li>2. Once the home page of e-Services is launched, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section.</li><li>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.</li><li>4. Click on '<b>Access to e-Voting</b>' under e-Voting services and you will be able to see e-Voting page.</li><li>5. Click on options available against Company name or <b>e-Voting service provider</b> – <b>NSDL</b> name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol> <p><b>If the user is not registered for IDeAS e-Services, follow the below steps:</b></p> <ol style="list-style-type: none"><li>a. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li><li>b. Select '<b>Register Online for IDeAS</b>' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>c. Please follow steps given in points 1-5 mentioned above.</li></ol> <p><b>B. e-voting website of NSDL:</b></p> <ol style="list-style-type: none"><li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li></ol>

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E-mail: [info@cmlrgroup.com](mailto:info@cmlrgroup.com), [accounts.cml@grgroupindia.com](mailto:accounts.cml@grgroupindia.com) Website: [www.cmlrgroup.com](http://www.cmlrgroup.com)

	<ol style="list-style-type: none"> <li>2. Once the home page of e-Voting system is launched, click on the icon '<b>Login</b>' which is available under 'Shareholder/Member' section.</li> <li>3. 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.</li> <li>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 <b>e-voting service provider – NSDL</b> 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 &amp; voting during the meeting.</li> </ol> <p>C. Shareholders/Members can also download NSDL Mobile App '<b>NSDL Speede</b>' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <span> App Store</span> <span> Google Play</span> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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 &amp; voting during the meeting.</li> </ol>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022-48867000

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 or 1800 21 09911
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**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 134907 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](http://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](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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](http://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.



# CHAMAN METALLICS LIMITED

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 EGM are as under:**

1. The procedure for remote e-Voting during the EGM 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 EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM 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](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries/grievances pertaining to remote e-Voting (before or during the EGM), 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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto: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](mailto:evoting@nsdl.com) The address of NSDL is Plot C-1 Block G, Exchange Plaza, Bandra - Kurla Complex, Mumbai, Maharashtra 400051.

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CIN : L27100MH2003PLC143049

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

Correspondence : Agrawal Complex, Opp. Pandey Nursing Home, Samta Colony, Raipur - 492001 (Chhattisgarh)  
Ph.: 0771-4259100  
E-mail: [info@cmlrgroup.com](mailto:info@cmlrgroup.com), [accounts.cml@grgroupindia.com](mailto:accounts.cml@grgroupindia.com) Website: [www.cmlrgroup.com](http://www.cmlrgroup.com)



# CHAMAN METALLICS LIMITED

## 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](http://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](mailto: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](mailto: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: 02<sup>nd</sup> August, 2025**

**Place: Raipur**

**Rahul Relwani  
Company Secretary & Compliance Officer**

CIN : L27100MH2003PLC143049

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