

Chandni Machines Limited

Regd. Office: 108/109.T.V.Industrial Estate, 52 S. K. Ahire Marg, Worli, Mumbai – 400 030.India
TeleFax No :022-24950328 Email :- jrgroup@jrmehta.com, sales@cml.net.in
CIN : L74999MH2016PLC279940

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF CHANDNI MACHINES LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, JULY 23, 2026 AT 03.00 P.M. (IST) THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO SEEK THE CONSENT OF THE SHAREHOLDERS OF THE COMPANY ("MEMBERS"), FOR THE RESOLUTIONS APPENDED HEREIN BELOW THROUGH ELECTRONIC VOTING ("E-VOTING")

SPECIAL BUSINESS:

1. TO APPROVE THE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provision of section 4, 13 and other applicable provision, if any, of the Companies Act 2013 read with applicable rule framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Registrar of Companies and such other approvals, consents and permissions as may be required from regulatory authorities, the consent of the shareholders of the company be and is hereby accorded to insert the following sub-clauses 5,6 , 7 & 8 after the existing sub-clause 4 of Clause III (A) of the MOA of the Company:

5. To carry on the business of manufacturing, producing, processing, refining, casting, fabricating, and dealing in Aluminum, Zinc and all kinds of metal ingots; Aluminum and other metal slugs and coins; and aerospace engineering components including drone, products and other metal-based products.

6. To establish, develop, construct, operate, maintain, acquire, lease or otherwise set up manufacturing facilities, factories, plants and infrastructure including a new factory in the State of Gujarat, for carrying out the aforesaid business activities.

7. To carry on the business relating to marine, shipbuilding and engineering activities, including, To undertake repair, maintenance, servicing, overhauling, refurbishment and re-fitting of all types of ships, vessels, boats, barges and other floating structures. To act as marine and mechanical engineers and provide engineering, repair and servicing solutions for ship engines, boilers, machinery, propulsion systems and auxiliary equipment. To establish, construct, acquire, operate, maintain or lease docks, graving docks, dry docks, slipways and other infrastructure facilities required for construction, repair, maintenance and docking of vessels. To act as vendors, suppliers, dealers or traders of marine equipment, spare parts, materials, machinery and components required for operation, maintenance and servicing of ships and vessels. To provide consultancy,



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technical inspection, testing, certification support and advisory services for marine structures, vessels and related systems in compliance with applicable maritime safety and environmental standards. To undertake the business of designing, manufacturing, building, assembling, integrating, commissioning and delivering all type of naval vessels, warships, submarines, patrol boats, defence crafts and auxiliary vessels for the Navy, Coast Guard and other defence or governmental authorities, whether in India or abroad; including to integrate specialized military hardware, weapons systems, surveillance equipment, and advanced marine tech, ensuring strict compliance with naval defense specifications, national security protocols, and classified defense standards.

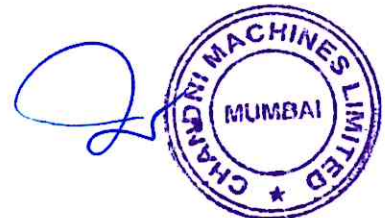
8. To carry on the business as importers, exporters, buyers, sellers, traders, distributors, wholesalers, retailers, stockists and dealers in all kinds of chemicals, petrochemicals, specialty chemicals, industrial chemicals, organic and inorganic chemicals, petroleum products, lubricants, oils, fuels and all allied products, by-products, derivatives, raw materials, intermediates and related products of every nature and description.

RESOLVED FURTHER THAT any of the Director of the company be and is hereby authorized, on behalf of the company, to do all acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with Registrar of Companies and disclosures on stock exchanges.

2. TO TAKE APPROVAL FOR VARIATION IN THE OBJECTS OF PREFERENTIAL ALLOTMENT AND REALLOCATION OF UNUTILIZED PROCEEDS

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 13(8) and 27 of the Companies Act, 2013, (the "Act") and other applicable provisions, if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and subject to any other applicable approvals, permissions and/or sanctions, approval of the members of the Company be and is hereby accorded to vary/change the objects/terms of utilisation of the unutilised funds of Rs. 29.09 Crore (Rupees Twenty-Nine Crore Nine Lakh only), raised through the preferential issue of 38,10,900 equity shares each at a price of Rs. 52.50/- per share and 40,00,000 Convertible warrants each at a price of Rs. 52.50/- per warrant allotted on January 30,2026, from the object(s) originally disclosed in the explanatory statement to the EGM notice dated November 27, 2025 to the revised object(s) as specifically set out in the Explanatory Statement annexed to this notice, as the Board of Directors of the Company may in its absolute discretion deem fit and proper in the best interest of the Company.



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"RESOLVED FURTHER THAT the Board of Directors thereof be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms, intimations and returns with the Registrar of Companies and other regulatory authorities, making appropriate disclosures to stock exchanges, if applicable, and to settle any questions, difficulties or doubts that may arise in this regard, in the best interest of the Company."

By the Order of the Board of Directors
For, Chandni Machines Limited



Jayesh Ramniklal Mehta
Managing Director
DIN: 00193029

Place: Mumbai

Date: June 24, 2026.

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NOTES:

- i) The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') has permitted the holding of the Extraordinary General Meeting (EGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC / OAVM on Thursday, July 23, 2026 at 3.00 p.m. (IST). The deemed venue for the EGM shall be the registered office of the Company i.e. 108/109 T. V. Industrial Estate, 52, S.K. Ahire Marg, Worli, Worli Colony, Mumbai- 400030.
- ii) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD THROUGH VC/OAVM, PURSUANT TO THE MCA CIRCULARS 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.**
- iii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva.
- iv) The Board of Directors have appointed **M/s S P K G & Co. LLP**, Practicing Chartered Accountant, (Membership No.:178942), Mumbai as the Scrutinizer to scrutinize the remote e-voting and e-voting at EGM in a fair and transparent manner.
- v) The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the



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- vi) Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- vii) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the EGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution / Authority Letter / etc. (PDF/JPG format) to the Scrutinizer by e-mail at ashutosh.somani@spkg.co.in with a copy marked to compliance@cteil.com. They can also upload their Board Resolution / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- viii) The attendance of the Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum for the EGM as per the applicable Circulars.
- ix) In compliance with the MCA 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/Depository Participants (DPs)/ Registrar & Transfer Agent (RTA) as on Friday, June 26, 2026 (being cut off date for Notice). The Notice convening the EGM have been uploaded on the website of the Company at www.cml.net.in and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com. The Notice of the EGM is also available on the website of Purva Sharegistry (India) Pvt. Ltd at <https://evoting.purvashare.com/>.
- x) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on July 16, 2026 being Cut-off Date.
- xi) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to compliance@cml.net.in.
- xii) Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service



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requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. On or after 1st April, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.purvashare.com> or contact the Company's RTA 022 - 23016761 ('Registrar') at (email of RTA) support@purvashare.com for assistance in this regard.

- xiii) As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at www.cml.net.in
- xiv) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- xv) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised to periodically obtain / request their DP for statement of their shareholding and the same be verified from time to time.
- xvi) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

INSTRUCTIONS FOR REMOTE E-VOTING (BEFORE AND DURING THE EGM) AND ATTENDING THE EGM THROUGH VC / OAVM ARE GIVEN BELOW:

1. As you are aware, from the year 2020, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.



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2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited ('Purva') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.cml.net.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.
6. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins on Monday, July 20, 2026 at 9:00 a.m. and ends on Wednesday, July 22, 2026 till 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, July 16,

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2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Listing Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress



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	as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote



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	during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play  5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



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

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

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

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



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OR Date of Birth (DOB)	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



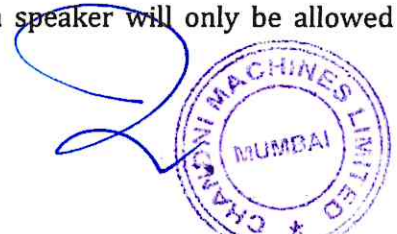
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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@cml.net , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@cml.net. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements set out all material facts relating to the Special business mentioned under all items of the accompanying Notice

ITEM NO 1: TO APPROVE THE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Board of Directors, in its meeting held on 18.06.2026 and 24.06.2026, has approved the proposal for amendment in the Object Clause of the Memorandum of Association (MOA) of the Company to align the business activities with its future plans and diversification relating to manufacturing, processing and trading of aluminium, zinc and other metals, aerospace engineering components, marine and shipbuilding activities, as well as import, export and trading of chemicals, petrochemicals, petroleum products, lubricants, oils, fuels and allied products. The proposed change requires the approval of the shareholders by way of a Special Resolution.

In view of the prevailing geopolitical uncertainties, global supply chain disruptions, depreciation of the Indian Rupee, and increasing crude oil prices, the Company's business of importing and trading second-hand machinery has become increasingly challenging and economically unviable. Accordingly, with a view to diversifying its business activities, improving long-term sustainability, and enabling the Company to pursue new business opportunities, it is proposed to amend the Object Clause of the Memorandum of Association.

At present, the existing Object Clause of the Company does not specifically cover the aforesaid activities. In order to expand and diversify the Company's business operations and explore new opportunities in the metals and manufacturing sector (including aluminium and zinc products), marine engineering and defence shipbuilding sector, and chemical and petroleum products sector, the Board considers it desirable to include suitable clauses in the Object Clause of the MOA.

The proposed insertion will enable the Company to undertake new lines of business which are considered to be feasible, profitable, and synergistic with the existing business activities of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration in the Object Clause of the Memorandum of Association requires the approval of the members of the Company by way of a Special Resolution and subsequent approval of the Registrar of Companies (ROC).

The Board recommends the resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed change in object of utilisation of the preferential issue proceeds, except to the extent of their shareholding in the Company, if any.

ITEM NO 2: TO TAKE APPROVAL FOR VARIATION IN THE OBJECTS OF PREFERENTIAL ALLOTMENT AND REALLOCATION OF UNUTILIZED PROCEEDS:



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The shareholders of Company had, vide Special Resolution passed at the Extra-Ordinary General Meeting held on 27th November, 2025 approved the issue of 41,84,000 equity shares of Rs. 10/- each at a price of Rs. 52.50 per share (including a premium of Rs. 42.50 per share) and 40,00,000 Convertible warrants convertible into equity shares of Rs. 10/- each at a price of Rs. 52.50/- per warrant on a preferential basis in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) and Section 62(1)(c) of the Companies Act, 2013.

The aggregate amount proposed to be raised through the said preferential issue was Rs. **42.97** Crore (Rupees Forty-Two Crore Ninety-Seven Lakh only). As stated in the Explanatory Statement annexed to the notice of the said meeting, the proceeds of the preferential issue were proposed to be utilised for the following objects:

Sr. No.	Object of Issue (Original)	Amount Approved (Rs. Crore)
1.	Capital expenditure and capacity enhancement	15.00
2.	Acquisition of land and building etc.	6.00
3.	Working capital requirement	6.23
4.	Investment in subsidiaries and strategic acquisitions	5.00
5.	General corporate purpose and	8.09
6.	Issue Related Expenses	2.65
	TOTAL	42.97

Current Status of Utilisation and Issues Requiring Disclosure

• Consideration Payable and Funding Arrangement for Acquisition of Land and Building

The Company has entered into an agreement for sale for acquiring land along with built to building with other infrastructural facilities against the amount of Rs. 6 crore allocated for the said purpose, and payment of Rs. 6 crores, as per the amount approved, have been made towards the acquisition. The Agreement for Sale has been executed for a total consideration of Rs.10.50 crores as against the



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originally approved Rs. 6 crores and only Rs.6 crores have been paid. The balance consideration shall be funded by the Company from its internal accruals and/ or other external funding sources.

• PROPOSED VARIATION

The Members are informed that the aforesaid preferential issue was undersubscribed. Against the originally approved issuance of 41,84,000 equity shares and 40,00,000 convertible warrants, subscriptions were received for only 38,10,900 equity shares, while the entire 40,00,000 convertible warrants were subscribed and allotted. Consequently, the Company received aggregate proceeds of Rs. 41.01 Crores, as against the originally envisaged fund raise of Rs. 42.97 Crores.

As a direct result of the undersubscription, the funds originally allocated to the various objects of the preferential issue have correspondingly changed, and the actual availability of funds against each original object is now varied. The Board of Directors and the Audit Committee have accordingly revisited the deployment plan in light of the actual funds received.

The treatment of issue proceeds is accordingly summarized as under. The proposed allocation towards "Investment in subsidiaries and strategic acquisitions" amounting to Rs. 5.00 crore has been fully withdrawn and dropped from the utilisation plan.

In addition, the funds shall also be deployed towards the Company's new business activities pursuant to the proposed expansion of its object clause, thereby supporting business diversification and future growth initiatives. Accordingly, it is proposed to allocate approximately ₹ 3 crore towards capital expenditure and ₹5.53 crore towards working capital requirements for the new line of business (details of which as provided under Item No. 1) proposed to be incorporated in the Memorandum of Association.

In view of the Company's revised operational requirements and prioritisation of funds, the said amount, along with a portion of reallocated funds from other heads, shall be utilised towards meeting the enhanced working capital requirements of the Company.

In light of the above, the Board of Directors proposes to utilise the unutilised issue proceeds for the following revised objects, subject to the approval of the Members at the ensuing General Meeting.

Sr. No.	Object of Issue (Original)	Amount Approved (Rs. Crore)	Proposed allocation of amount after variation (Rs. Crore)	Details of variation	As on Date Utilised amount (Rs. Crore)	Balance amount available for utilisation*
1.	Capital expenditure and capacity enhancement	15.00	15.00	N.A	2.96	12.04



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Sr. No.	Object of Issue (Original)	Amount Approved (Rs. Crore)	Proposed allocation of amount after variation (Rs. Crore)	Details of variation As on Date	Utilised amount (Rs. Crore)	Balance amount available for utilisation*
2.	Acquisition of land and building etc.	6.00	6.00	N.A	3.07	2.93
3.	Working capital requirement	6.23	9.76	Increase in allocation to meet additional working capital requirements	2.00	7.76
4.	Investment in subsidiaries and strategic acquisitions	5.00	0.00	Reduction in allocation due to re-prioritisation of funds in line with actual fund received	-	NA
5.	General corporate purpose and Issue Related Expenses	10.74	10.25	Revision in allocation due to re-alignment of utilisation of funds.	3.89	6.85
TOTAL		42.97	41.01		11.92	29.09

* Balance amount available for utilisation has been considered upon assumption of receipt of full subscription money for conversion of warrants into equity shares.

The Board confirms that the proposed change does not in any manner alter the rights of the allottees under the original preferential issue, and the lock-in obligations on the allotted shares remain unchanged.

The Audit Committee of the Board of Directors of the Company, at its meeting held on June 24, 2026, reviewed the proposed change in the object of utilisation of the preferential issue proceeds. After due deliberation, the Audit Committee has recommended to the Board and the shareholders the approval of the proposed change, as it is in the best interest of the Company and its members.

The Board recommends the resolution for your approval as a Special Resolution.



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None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed change in object of utilisation of the preferential issue proceeds, except to the extent of their shareholding in the Company, if any.

By the Order of the Board of Directors
For, Chandni Machines Limited



Place: Mumbai
Date: June 24, 2026


Jayesh Ramniklal Mehta
Managing Director
DIN: 00193029

