

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of Charms Industries Limited will be held on Saturday, September 30, 2023 at 12:30 p.m. at the Registered office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad- 38000, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.**
2. **To appoint Director in place of Mrs. Nehalben Shivkumar Chauhan (DIN: 02901331), who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company.**

Special Business:

3. **To Re-appoint Mr. Shivkumar Raghunandan Chauhan (DIN: 00841729) as a Managing Director of the Company w.e.f. 15th June, 2024, for a period of three years.**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Shivkumar Raghunandan Chauhan (DIN: 00841729), as Managing Director of the Company for a period of 3 (three) years with effect from June 15, 2024 to June 14, 2027 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr Shivkumar Chauhan.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. **Considered and approved new set of Memorandum of Association (MoA) of the Company as per Companies Act, 2013:**

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and are hereby accorded to substitute the existing Memorandum of Association of the Company with new sets of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms with the Registrar of Companies, Ahmedabad and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

5. **Considered and approved new set of Articles of Association (AoA) of the company as per Companies Act, 2013:**

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and are hereby accorded to substitute the existing Articles of Association of the Company (AOA) with new sets of Articles of Association (AOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms with the Registrar of Companies, Ahmedabad and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

For and on behalf of the Board
Sd/-

Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 04/09/2023

IMPORTANT NOTES:

1. The Annual General Meeting (AGM) will be held on Saturday, September 30, 2023 at 12.30 p.m. (IST) at the Registered Office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad- 38000, Gujarat
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto along with this Annual Report
5. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. In terms of the provisions of Section 152 of the Act Mrs. Nehalben Shivkumar Chauhan, retires by rotation as a Director at this Meeting. Mr. Shivkumar R. Chauhan & Mrs. Nehalben S. Chauhan and Mr. Parth Shiv Kumar Chauhan and his relatives shall be deemed to be interested in the Ordinary Resolution set out at Item No.2 of the Notice of AGM with regard to her re-appointment. Save and except above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 of the Notice of AGM.
7. A detailed profile of Mr. Shivkumar R. Chauhan and Mrs. Nehalben Shivkumar Chauhan along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of AGM.
8. SEBI has mandated that for registration of transfer of the shares in the demat form only after 1stApril, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the Demat form.
9. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Annual General Meeting
10. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023, notice of the AGM along with Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participants, unless any member has requested for a physical copy of the same. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com For members who have not registered their email address, may write to the Company Secretary at charmsltd@yahoo.com, and physical copies of the Notice of the Meeting are being sent through permitted mode
11. Members of the Company under the Category of "Institutional Investors" are encouraged to attend and vote at the AGM.
12. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Ordinary Business to be transacted at the Annual General Meeting is annexed hereto
13. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and share transfer books of the Company will remain closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of Annual General Meeting.

15. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company by email at charmsltd@yahoo.com, so as to reach the registered office of the Company at least 10 days but not later than September 25, 2022 before the date of the meeting so that information required may be made available at the time of the Meeting so as to enable the management to keep the information ready.
16. In case of joint holders, the Members/Proxies whose name appears as the first holder in the order of name as per the Register of Members of the Company will be entitled to vote during the AGM
17. Members can opt for only one mode of voting i.e. either by e-voting or Physical voting at AGM. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast at AGM shall be treated as invalid.
18. Those Shareholders whose email ids are not registered can get their email id registered as follows:
- Members holding shares in demat form can get their email id registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their email id registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email id at bssahd@bigshareonline.com.
19. Members who wish to inspect the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement on the date of AGM will be available for inspection in electronic mode can send an email to charmsltd@yahoo.com,
20. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting.
21. Pursuant to Regulation 26(4) and 36(3) of SEBI Listing Regulation and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, additional Information of Directors seeking appointment / re-appointment at the meeting are furnished and form a part of Annual Report.
22. Mandatory furnishing of PAN, bank account details, KYC details and nomination by shareholders:
- Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- (a) For shares held in electronic form: to their Depository Participants (DPs)
- (b) Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/ HO/MIRSDMIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination. SEBI has notified forms for the purpose, as detailed below:

Sr. No.	Particulars	Form
1.	Registration of PAN, Postal Address, Email Address, Mobile Number, Bank Account Details or changes/updation thereof;	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Declaration for Nomination opt-out	ISR-3
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-13

The above forms can be downloaded from the following web links: <http://charmsindustries.co.in/important-information-for-investors/>

Members holding shares in physical mode are requested to send the duly filled forms i.e., Form ISR-1, Form ISR-2, Form SH-13 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to the address of Bigshare Services Private Limited (RTA).

Compulsory linking of PAN and Aadhaar:

Members are requested to note that in line with SEBI Circular dated March 16, 2023 read with SEBI Circular dated November 3, 2021 and December 14, 2021, RTA will accept only operative PAN (those linked with Aadhar) with effect from June 30, 2023 or such other date as

may be notified by Central Board of Direct Taxes (CBDT). Those folios in which PAN is not linked with Aadhar subsequent to the due date, shall be frozen by the RTA.

Freezing of Folios:

- Further, in line with this Circular, RTAs are required to freeze folios wherein PAN, KYC and nomination is not available on or after October 01, 2023. Any service request in respect of these frozen folios will be undertaken only after the complete details are lodged with the RTA.
- Members may note that with effect from April 01, 2024, the Company will not be able to execute any type of Corporate Action, in respect of frozen folios until the complete details as required including bank account details are furnished to the RTA. Further, from December 31, 2025 or such due date as may be notified by the Authority, the RTA is required to refer the details of the frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. However, members can continue to hold the shares in physical form.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company at charmsltd@yahoo.com and RTA at www.bigshareonline.com.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

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 Depository Participant and holdings should be verified from time to time.

As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Bigshare Services Private Limited in case the shares are held in physical form.

SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company and/or RTA i.e. M/s. Bigshare Services Private Limited

23. Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code and IFSC to the Depository Participant.
24. The RTA/ Company shall verify and process the service requests and thereafter issue a "Letter of Confirmation" to the shareholders in lieu of the physical share certificates. The "Letter of Confirmation" shall be valid for 120 days from the date of its issuance within which shareholders of the Company shall make a request to the Depository Participant for dematerializing the said shares. In case the shareholder fails to submit the demat request within the aforesaid period, RTA / Company shall credit the securities to Suspense Escrow Demat Account of the Company.
25. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents

referred to in the notice and the Explanatory Statement will be available, electronically, for inspection by the members during the AGM. All documents referred to in the notice will also be available for inspection from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to charmsltd@yahoo.com.

- 26.** In all correspondence with the Company, for speedy communication, members are requested to quote their folio no. and in case their shares are held in dematerialised form, they must quote their DP ID and Client ID Number. Members are also requested to mention Contact No. & e-mail ID for faster communication.
- 27.** To support the "Green Initiative" and for receiving all communication (including notice and Annual Report) from the Company electronically:
- (a) Members holding shares in physical mode and who have not registered / updated their email addresses with the Company / RTA are requested to register / update the same by writing to the Company / RTA or by mailing the scanned copy of a signed request letter with details of Folio Number, complete address, email address to be registered and attaching a self-attested copy of the PAN Card at charmsltd@yahoo.com or to the Company's RTA at bssadh@bigshareonline.com.
 - (b) Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 28. THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:**
- i. The voting period begins on Wednesday, September 27, 2023 at 10.00 A.M. to Friday September 29, 2023 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, September 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - iii. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (hereinafter referred as '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. Those Members who will be present in the Annual General Meeting physically 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 at the Annual General Meeting.
 - v. The Members who have casted their vote by remote e-Voting prior to the Annual General Meeting may also attend/ participate in the Annual General Meeting physically but shall not be entitled to cast their vote again.
 - vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com by mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with CDSL for remote e-Voting then he/ she can use his/ her existing User ID and password for casting the vote.
 - vii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the Cut-off date i.e. Saturday, September 23, 2023 shall be entitled to exercise his/her vote at the Annual General Meeting.
 - vi. 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 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	<p>a. Users of who have opted for CDSL's 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 URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>d. Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the Annual General Meeting.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>a. 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.nsd.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 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.</p> <p>b. If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp.</p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting& voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>a. 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's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

v. Login method for e-Voting other than individual shareholders & physical shareholders

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on Shareholders
- 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. Members holding shares in Physical form should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- 6) 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 10digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- 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. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members 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 EVSN for the relevant <CHARMS INDUSTRIES LIMITED> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

- a. 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.
- b. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), 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/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

29. Mr. Vishwas Sharma, Practicing Company Secretary Proprietor of M/s. Vishwas Sharma & Associates (Membership No. FCS: 12606; COP No: 16942 has been appointed by the Board of Directors of the Company to scrutinize
30. the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
31. The Scrutinizer shall within two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
32. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website at www.charmsindustries.co.in and on the CDSL website www.evotingindia.com and communicated to the Stock Exchanges.

Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days notice in writing of the intention so to inspect is given to the Company.

If you have any queries or issues regarding attending Annual General Meeting & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For, Charms Industries Limited
Sd/-

Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 04/09/2023

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

NAME OF DIRECTORS	Mr. Nehal Shivkumar Chauhan	Mr. Shivkumar Raghunandan Chauhan
DIN	02901331	00841729
Date of Birth	09/05/1970	01/07/1958
Date of Appointment	06/04/2015	18/09/1993
Qualification and experience in specific functional area	H.S.C. and having more than 6 years of experience management and administration	B.A and having more than 23 years' of experience of management and administration
Directorship held in other companies*	NIL	N`IL
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL
Number of shares held in the company	31923	968540
Relationship with any Director(s) of the Company	spouse of Mr. Shivkumar R. Chauhan and Mother of Mr. Parth S. Chauhan	spouse of Mrs. Nehal Chauhan and Father of Mr. Parth S. Chauhan

For and on behalf of the Board
Sd/-

HarsadShantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 04/09/2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the special business mentioned at Item No. 3, 4 and 5 of the accompanying Notice dated September 04, 2023:

Item:3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on September 04, 2023 has re-appointed Mr. Shivkumar Chauhan as a Managing Director of the Company for a period of 3 (three) years w.e.f. June 15, 2024, subject to approval of the members in the ensuing Annual General Meeting upon terms and conditions to be entered into by the Company with her as approved by the Board of Directors. Mr Shivkumar Chauhan Shah possess more than 20 years of rich and diversified experience in Business Management and Administration. Due to her vast experience and continuous efforts, the company has achieved overwhelming success in a short span of time. It was due to her persistence and never tiring efforts, that the Company is able to achieve the growth in the past. Her continued efforts being Managing Director is immensely benefitting in the growth of the Company.

It would be therefore in the interest of the Company to re-appoint Mr. Shivkumar Chauhan as a Managing Director of the Company. The main terms and conditions of appointment of the above Managing Director (M.D.) as contained in the board resolution dated August 07, 2023 are furnished below:

- **Period:** For a period of 3 years from June 15, 2024 till June 14, 2027
- **Salary:** Upto Rs.3,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
- **Perquisites and allowances:**
 1. Medical Reimbursement for self and family in accordance with the rules of the Company
 2. Leave Travel Assistance for self and family in accordance with the rules of the Company Leave on full pay as per the rules of the Company subject to maximum of one month's leave for every eleven months of services
 3. Free use of Company's car including maintenance and operation together with driver, the monetary value of which may be evaluated as per the Income Tax Rules, 1962.
 4. Free cell phone facility.
- **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the reappointment of **Mr. Shivkumar Chauhan (DIN: 00841729)**.
- **TERMINATION:** Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 30 days' Notice to the Company.
- **COMPENSATION:** In the event of termination of office of Chairman & Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- **OTHER TERMS AND CONDITIONS:**
 - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
 - b) "Family" means the spouse and dependent children of Mr. Shivkumar Chauhan.
 - c) Leave with full pay and allowances shall be allowed as per the Company's rules.
 - d) Reimbursement of entertainment expenses actually and properly incurred in the course of business Of the Company shall be allowed.
 - e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the reappointment of **Mr. Shivkumar Chauhan (DIN: 00841729)**

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013.

1	Nature of Business	RBI registered full-fledged Money changer		
2	Date or expected date of commencement	The Company is already in existence and started its activities since 1992		
3	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4	Financial Performance based on given indicators	Financial parameters	2022-23 (lakhs)	2021-22 (Lakhs)
		Total Revenue	2.68	5.75
		Net profit after tax	1.427	0.70
5	Foreign Investments or collaborations, if any.	NA		

II. Information about the appointees:

Sr. no.	Particulars	Mr. Shivkumar Chauhan
1	Background details	Mr. Shivkumar Chauhan is a graduate in Arts however he is having deep knowledge and vast experience in the field of finance. He looks after the Company's management and administration.
2	Past Remuneration	₹3,00,000/- p.a.
3	Recognition or awards	N.A
4	Job profile and his suitability	He is having more than 25 years' experience and looking after in the field of finance, management and execution and cost analysis.
5	Remuneration Proposed	Upto Rs.3,00,000/- (Rupees Three lakhs only)
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Shivkumar Chauhan, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	spouse of Mrs. Nehal Chauhan and Father of Mr. Parth S. Chauhan

III. Other Information:

Reason of loss or inadequate profits	The Company has incurred losses in past years due to written off advance and investments which was not recoverable, writing off the loans & advances which were found doubtful of recovery and to adjustment of depreciation. .
Steps taken or proposed to be taken for improvement	The board has approved the Scheme of Capital Reduction of the Company subject to necessary approval and the Company is full pledge money changer and the tourism business is growing after the badly affected due to Covid -19, the Management is hopeful to improve the business by seeing high demand of foreign currency.
Expected increase in productivity and profits in measurable terms.	4-6% in next 3 years

Brief profile of Mr. Shivkumar Chauhan (DIN: 00841729) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Shivkumar Chauhan (DIN: 00841729) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Shivkumar Chauhan (DIN: 00841729), Mrs. Nehalben Shivkumar Chauhan (DIN:02901331) and Mr. Parth Shivkumar Chauhan (07571829), none of the Director of the Company and his relatives are concerned or interested in this resolution.

Item:4

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act. The Alteration of Memorandum of Association (MOA) is necessary to bring the existing Memorandum of Association (MOA) in line with the new Companies Act, 2013.

According to the new Act, the Companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore, it is important to alter and adopt the new set of Memorandum of Association (MOA) as per the Companies Act, 2013. The new set of Memorandum of Association (MOA) is based on Table-A of the Companies Act, 2013.

A Copy of the proposed set of new Memorandum of Associations (MOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board Recommend the passing of the resolution set out at Item No. 4 for the approval of the Members of the Company by a Special Resolution.

A copy of the proposed new set of Memorandum of Association of the Company would be available for inspection at the registered office of the Company on all working days up to and including the date of Annual General Meeting.

None of the director and their respective relatives of the Company are in any way interested in the resolution except to the extent of their shareholding in the Company.

Item:5

The existing Articles of Association (AOA) is based on the erstwhile Companies Act. The Alteration of Articles of Association (AOA) is necessary to bring the existing Articles of Association (AOA) in line with the new Companies Act, 2013.

With the coming into force of the new Act, several regulations of the existing Articles of Association (AOA) of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing Articles of Association (AOA) by a set of new Articles.

The new Articles of Association (AOA) to be substituted in place of existing Articles of Association (AOA) are based on Table-F of the Companies Act, 2013 which sets out the model of Articles of Association (AOA) for a Company limited by shares.

A Copy of the proposed set of new Articles of Association (AOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board Re-commands the passing of the resolution set out at Item No. 5 for the approval of the Members of the Company by a Special Resolution..

For and on behalf of the Board

Sd/-

HarsadShantilal Gandhi

Chairman & Director

(DIN: 01056779)

Place: Ahmedabad

Date: 04/09/2023