

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of Charms Industries Limited will be held on Tuesday, September 30, 2025 at 12:30 p.m. at the Registered office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare KrishnaComplex, Behind Kiran Motors, Ahmedabad- 38000, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2025, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2025 and Report of the Board of Directors and Auditors thereon.**
2. **To appoint Director in place of Ms. Nehalben Shivkumar Chauhan (DIN: 02901331), who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company.**
3. **To re-appoint M/s Ashit N. Shah & Co., as statutory auditor of the company**

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, **M/s Ashit N. Shah & Co.**, Chartered Accountants, having Firm Registration No. 100624W be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditor."

"RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

SPECIAL BUSINESS:

4. **Appointment of Mr. Ashok Mankodi (DIN:- 11270802) as an Independent Director on the Board of the Company:**

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Ashok Mankodi (Din:- 11270802), and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member

proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from September 30, 2025 to September 29, 2030 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. Appointment of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) as an Independent Director on the Board of the Company:

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829), and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from September 30, 2025 to September 29, 2030 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. Appointment of M/s SJV and Associates, Company Secretaries, (COP: 10836/ Membership Number: F13510), as Secretarial Auditor of the Company

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications, amendments or re-enactments thereto), and further read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to date, consent of the Company be and is hereby accorded for the appointment of M/s. SJV and Associates, Company Secretaries (COP: 10836/ Membership Number: F13510), as the Secretarial Auditor of the Company from the conclusion of 33rd AGM till the conclusion of 35th AGM, to carry out the Secretarial Audit for a period of two consecutive financial years i.e., from FY 2025-26 to FY 2026-27 on such terms of remuneration, including reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor.

“RESOLVED FURTHER THAT consent of the Company be and is accorded to the Board of Directors and the Company Secretary to do all such acts, deeds and things and to execute all such documents, instruments and writings, as may be required, to give effect to the aforesaid resolution.”

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

NOTES:

1. The Annual General Meeting (AGM) will be held on Tuesday, September 30, 2025 at 12.30 p.m. (IST) at the Registered Office of the Company 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 above meeting is entitled to appoint a proxy to attend and vote on behalf of himself/ herself and the proxy need not be a member of the company. proxies, in order to be valid & effective, must be received by the company at the registered office not later than forty-eight hours before the commencement of the above meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. 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 venue of the meeting.
5. For the convenience of members, the route map of the venue of the meeting is depicted at the end of the Notice.
6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the shares certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
8. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted is annexed hereto.
9. 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 Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of Annual General Meeting.
10. In terms of Section 152 of the Companies Act, 2013, Ms. Nehalben Shivkumar Chauhan (DIN: 02901331), Director, retires by rotation and being eligible, offers herself for re-appointment. As per explanation to Section 152(6)(e) of the Act, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Act or any other law for the time being in force. Information of Director proposed to be appointed and re-appointed at the AGM as required under Regulation 36(3) of the Listing Regulations is annexed to this Report.
11. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is given hereunder forming part of the Annual Report.
12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

13. The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.
14. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the company or its Registrar and Shares Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.
15. Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed Bigshare Services Private Limited, A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks Ahmedabad 380009, Gujarat, India as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.
16. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participant ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the company/Company's Registrar and Transfer Agents i.e. Bigshare Services Private Limited
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall provide their PAN details to the Company/Registrars and Transfer Agent, Bigshare Services Private Limited.
18. SEBI has mandated that for registration of transfer of the shares in the demat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the Demat form.
19. As per SEBI mandate for no transfer of share except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
20. 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 2024-25 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.
21. Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company /Depositories and physical copies to all other Members whose email is not registered. It is also note that the Notice and Annual Report 2024-25 is also available on the Company's website <http://charmsindustries.co.in/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Annual Report 2024-25 along with Notice is being sent to the members holding shares on cut-off date Friday, August 29, 2025.

In terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. M/s SJV & Associates, Company Secretaries, Ahmedabad shall act as the Scrutinizer for this purpose.

22. THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Saturday, September 27, 2025 at 9.00 a.m. and ends on Monday, September 29, 2025 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 i.e. Tuesday, September 23, 2025 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 venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

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 CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 Depository	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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at :1800 22 55 33
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 :022-4886 7000 and 022-24997000

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" 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) 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit 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 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <CHARMS INDUSTRIES LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - 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 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; charmsltd@yahoo.com, if they have 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/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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

23. Ms. Janki Shah, Practicing Company Secretary Proprietor of M/s. SJV & Associates (Membership No. FCS: 13510; COP No: 10836 has been appointed by the Board of Directors of the Company to scrutinize 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.
24. 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.
25. 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.

- 26.** 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.

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

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

NAME OF DIRECTORS	Ms. NEHALBEN SHIVKUMAR CHAUHAN
DIN	02901331
Date of Birth	09/05/1970
Date of Appointment	06/04/2015
Qualification and experience in specific functional area	H.S.C. and having more than 8 years of experience management and administration
Directorship held in other companies*	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL
Number of shares held in the company	31923
Relationship with any Director(s) of the Company	➤ Mr. Parth S. Chauhan (Son) ➤ Mr. Shivkumar R. Chauhan (Spouse)

*Pvt. Companies excluded

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO.3: RE-APPOINTMENT OF M/S ASHIT N. SHAH & CO., AS STATUTORY AUDITOR OF THE COMPANY**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 29th Annual General Meeting ('AGM') of the Company held on September 27, 2021 had approved appointment of M/S ASHIT N. SHAH & CO, Chartered Accountants (Firm Registration No. 100624W), as the Statutory Auditors of the Company to hold office from the conclusion of the Seventy Second AGM till the conclusion of the 33rd AGM of the Company to be held in the year 2025.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/S ASHIT N. SHAH & CO, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 33rd AGM till the conclusion of 38th AGM of the Company to be held in the year 2030, at a remuneration as may be mutually agreed between the Board and the Statutory Auditor.

M/S ASHIT N. SHAH & CO have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.3 of the Notice for approval by the Members.

SPECIAL BUSINESS**ITEM NO. 4. Appointment of Mr. Ashok Mankodi (DIN:- 11270802) as an Independent Director on the Board of the Company:**

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") has recommended the appointment of Mr. Ashok Mankodi (DIN:- 11270802) in accordance with Section 149, 150 and 152 of the Companies Act, 2023 and in accordance with Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from September 30, 2025, subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Ashok Mankodi (DIN: - 11270802) as a Director. The Director has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Ashok Mankodi will not be liable to determination by retirement of directors by rotation at the General Meetings.

Mr. Ashok Mankodi has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Ashok Mankodi Confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has reviewed the capabilities of Mr. Ashok Mankodi vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Ashok Mankodi as Independent Director, for a term of 5 (five) consecutive years effective from September 30, 2025.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Ashok Mankodi as Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from September 30, 2025 to September 29, 2030 for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Ashok Mankodi setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to charmsltd@yahoo.com

The Board commends the resolutions as set out in the **Item No. 04** of the Notice for approval of the members as Special Resolution.

Except Mr. Ashok Mankodi to whom these resolutions relate along with and their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.5. Appointment of Mr. Dilipkumar Ramprasad Joshi (Din: 11270829) as an Independent Director on the Board of the Company

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") has recommended the appointment of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) in accordance with Section 149, 150 and 152 of the Companies Act, 2023 and in accordance with Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from September 30, 2025, subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) as a Director. The Director has given declaration to the Board that he meets the criteria of Independence as provided under

Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) will not be liable to determination by retirement of directors by rotation at the General Meetings.

Mr. Dilipkumar Ramprasad Joshi has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Dilipkumar Ramprasad Joshi (DIN:11270829) Confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has reviewed the capabilities of Mr. Dilipkumar Ramprasad Joshi vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Dilipkumar Ramprasad Joshi as Independent Director, for a term of 5 (five) consecutive years effective from September 30, 2025.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Mr. Dilipkumar Ramprasad Joshi as Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from September 30, 2025 to September 29, 2030 for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Dilipkumar Ramprasad Joshi setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to charmsltd@yahoo.com

The Board commends the resolutions as set out in the **Item No. 05** of the Notice for approval of the members as Special Resolution.

Except Mr. Mr. Dilipkumar Ramprasad Joshi to whom these resolutions relate along with and their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6 Appointment of M/s SJV and Associates, Company Secretaries, (COP: 10836/ Membership Number: F13510), as Secretarial Auditor of the Company

The Securities and Exchange Board of India ('SEBI') has amended the Listing Regulations with effect from December 12, 2024, by which every Listed Entity and its Material Unlisted Subsidiary incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and their appointment shall be recommended by the Board for approval by the Shareholders. The appointment of an individual as Secretarial Auditor shall not be for more than one term of 5 consecutive years or a Secretarial Audit Firm as Secretarial Auditor for not more than two terms of 5 consecutive years each, with the approval of the Shareholders in the Annual General Meeting.

In line with the SEBI notification, the Board, subject to the approval of the Shareholders, proposes to

appoint M/s. SJV & Associates, as Secretarial Auditor of the Company from the conclusion of 33rd AGM till the conclusion of 35th AGM, to carry out the Secretarial Audit for a period of two consecutive financial years i.e., from FY 2025-26 to FY 2026-27, as set out at **Item No.6** of the accompanying Notice.

M/s. SJV & Associates, Company Secretaries, is registered with the Institute of Company Secretaries of India (ICSI) and has overall experience of more than 20 years in professional practice and have expertise in handling various matters pertaining to listed / unlisted companies including that of Secretarial Audit.

M/s. SJV & Associates, have confirmed and disclosed that:

- they meet the criteria of independence and that they are eligible for appointment as Secretarial Auditor.
- they are not disqualified for appointment as per the Companies Secretaries Act, 1980 and rules & regulations made thereunder and the Auditing Standards issued by ICSI.
- they have further confirmed that the proposed appointment is within the limits laid down by ICSI and that they do not have any conflict of interest in providing the services of Secretarial Audit, to the Company in terms of the ICSI Auditing Standard on Audit Engagement.

The Board has assessed the veracity of the declarations and other certificates furnished by M/s SJV & Associates, Company Secretaries and considering their experience, capability, the clientele it serves and its technical expertise, and based on the recommendations of the Audit Committee, has opined that M/s. SJV & Associates, Company Secretaries, fulfil the conditions / criteria for their appointment as Secretarial Auditor of the Company and accordingly, recommends the said appointment to the Shareholders, for their approval.

None of the Directors, Key Managerial Personnel, of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

ANNEXURE**BRIEF PROFILE OF INDEPENDENT DIRECTORS SEEKING APPOINTMENT****{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}**

Sr No.	Name of Director	Mr. Ashok Mankodi	Mr. Dilipkumar Ramprasad Joshi
1	DIN	11270802	11270829
2	Date of Birth	28/09/1950	06/02/1954
3	Age	74	71
4	Date of Appointment	Date of passing of Shareholders resolution i.e. September 30, 2025	Date of passing of Shareholders resolution i.e. September 30, 2025
5	Brief Resume, Qualification and experience in specific functional area	Mr. Ashok Mankodi is a graduate in the B.Sc (chem) and has experience in 1. Over 40 years in the cooperative banking sector, holding senior roles such as Manager, Chief Manager, DGM, and State CEO. 2. Served in key institutions including Rajkot Nag. Sah. Bank, Kalupur Bank, Ahmedabad District Coop Bank, and Ahmedabad Mercantile Coop Bank. 3. Experienced in banking operations, recovery, HR, legal, audits, and coordination with RBI, NABARD, and government bodies.	Mr. Dilip bhai is commerce graduate and has been Associated with Vijay co-operative bank as PRO for 20 years. Then after he is now into trading business on his own
6	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Ashok Mankodi fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.	Mr. Dilipkumar Ramprasad Joshi fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.
7	Directorship held in other companies	N.A	N.A.

8	Membership or chairmanship of Committee in other Public Companies	N.A	N.A
9	Number of Shares held in the Company	N.A	N.A
10	Relationship with any Director of the Company	N.A	N.A
11	Listed entities from which the Director has resigned from Directorship in last 3 (Three) year	N.A	N.A.
12	Number of Board Meetings Attended during the year	N.A.	N.A.
13	Remuneration last drawn (including sitting fees, if any	N.A	N.A
14	Remuneration proposed to be paid	N.A	N.A
15	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Mr. Ashok Mankodi is a person of integrity and considering her qualifications, extensive knowledge and experience, therefore, the appointment of Mr. Ashok Mankodi is in the interest of the Company.	The Board of Directors of the Company is of the opinion Mr.Dilipkumar Ramprasad Joshi is a person of integrity and considering her qualifications, extensive knowledge and experience, therefore, the appointment of Mr.Dilipkumar Ramprasad Joshi is in the interest of the Company.

ANNEXURE

Sr. No	Particulars of material event	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of M/s. SJV & Associates, Practising Company Secretaries as a Secretarial Auditor of the Company for the financial year 2025-26 and 2026-27.
2.	Date and Term of Appointment	Appointment shall be made by the members of the Company at

		the ensuing 33 rd Annual General Meeting, for a term of 2 consecutive Years, to conduct the Secretarial Audit of 2 consecutive financial years i.e. 2025-26 and 2026-27
3.	Brief Profile	M/s. SJV & Associates Practicing Company Secretaries engaged in providing services relating to Company Law, Securities Laws, Due Diligence, Listing of Securities on SME and Main board of BSE & NSE and in solving complexity relating to various Corporate Law matters. The Firm is engaged in providing consultancy to Companies listed with BSE & NSE, NBFCs registered with RBI. The Firm is providing an expertise advisory to clients relating to various capital market instruments and also Advising clients on Board functions and its Process, Disclosures and other Compliances, Issue and Allotment of Securities, Advising on matters related with Right Issue, Bonus Issue, Preferential Issue, Corporate Governance, Advice and Support, worked for clients to obtain various approvals including SEBI, RBI, Regional Director etc. M/s. SJV and Associates, Practising Company Secretaries is a peer reviewed firm and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.
4	Disclosure of Relationships between directors (in case of appointment of a director	Not Applicable