CHARMS INDUSTRIES LIMITED

(CIN: L72900GJ1992PLC017494)
Reg. Office: 108-B/109Sampada Building, Mithakhali Six Roads, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad-380009 Gujarat
Contact No. 09898031513 Website: www.charmsindustries.co.in E-mail: charmsltd@yahoo.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Charms Industries Limited ("Company") will be held on Monday, November 23, 2026 at 12:00 p.m. at the Registered Office of the Company situated at 108-B/109 Sampada Building mithakhali Six Roads Opp-Hare Krishna Complex B/H Kiran Motors, Ahmedabad – 380**009, Gujarat, India to transact the following businesses:**

SPECIAL BUSINESS:

1. **INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY & ALTERATION OF MEMORANDUM OF ASSOCIATION:**

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital & Debentures) Rules, 2014, rules framed thereunder, if any, approval of the members of the Company be and are hereby accorded to increase the Authorized Share Capital of the Company from ₹4,50,00,000/- (Rupees Four Crore Fifty Lakh Only), divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of ₹1/- (Rupee One Only) each, to ₹16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only), divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of ₹1/- (Rupee One Only) each, by creation of additional Authorised Share Capital of ₹12,00,00,000/- (Rupees Twelve Crore Only), divided into 12,00,00,000 (Twelve Crore) Equity Shares of ₹1/- (Rupee One Only) each, ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

"V. The Authorised Share Capital of the Company is ₹16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only), divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of ₹1/- (Rupee One Only) each."

FURTHER RESOLVED THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

2. **TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as "SEBI (ICDR) Regulations"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [hereinafter referred to as "SEBI (LODR) Regulations"] (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, [hereinafter referred to as "SEBI (SAST) Regulations"], Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [hereinafter referred to as "SEBI (PIT) Regulations"] and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), Government of India

("GOI"), Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 2,45,00,000 (Two Crore Forty-Five Lakh) fully paid up equity shares of the Company having face value of Re.1/- (Rupee One Only) ("Equity Share") each at an issue price of Rs. 2/- (Rupees Two only) per Equity Share aggregating upto Rs. ₹4,90,00,000/- (Rupees Four Crore Ninety lacs only) as determined in accordance with Regulation 165 read with Regulation 166A of Chapter V of the SEBI (ICDR) Regulations, 2018 ("Equity Share Issue Price"), to the proposed allottees of the Company (hereinafter referred to as the "Proposed Allottees/Investors") as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment):

Sr. No.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-Promoter)	No. of Equity Shares to be issued
1.	Mahendrabhai G. Patel	*Proposed Promoter	50,00,000
2.	Munjal Mahendrabhai Patel	*Proposed Promoter	50,00,000
3.	Sanjay Rameshchandra Patel	*Proposed Promoter	50,00,000
4.	Rakesh Rameshchandra Patel	*Proposed Promoter	50,00,000
5.	Patel Kamlesh Jayantilal	Non-Promoter	7,50,000
6.	Balvir Mukesh Gadhvi	Non-Promoter	7,50,000
7.	Gadhvi Mukeshbhai	Non-Promoter	7,50,000
8.	Bhagirathsinh G Sarvaiya	Non-Promoter	5,62,500
9.	Kantilal Devilal Mali	Non-Promoter	5,62,500
10.	Ravikumar	Non-Promoter	5,62,500
11.	Manojbhai Dhirubhai Patel	Non-Promoter	5,62,500
Total			**2,45,00,000**

**Note: The current Promoters and Promoter Group (hereinafter referred to as the "Sellers") have executed a Share Purchase Agreement ("SPA") with (1) Mr. Mahendrabhai G. Patel, (2) Mr. Munjal Mahendrabhai Patel, (3) Mr. Sanjay Rameshchandra Patel, and (4) Mr. Rakesh Rameshchandra Patel (collectively referred to as the "Proposed Promoters" or "Acquirers") for the acquisition of 10,00,463 (Ten Lakh Four Hundred Sixty-Three) equity shares of the Company from the Sellers, representing 24.37% of the existing paid-up share capital of the Company, subject to receipt of the requisite regulatory and other approvals, wherever applicable, for the change in shareholding.*

Accordingly, pursuant to the execution of SPA and the proposed preferential issue of equity shares, the aforementioned proposed promoters have triggered the obligation to make an Open Offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations and have made a Public Announcement dated Friday, October 23, 2026. Upon completion of the Open Offer, the aforementioned proposed allottees Mr. Mahendrabhai G. Patel, Mr. Munjal Mahendrabhai Patel, Mr. Sanjay Rameshchandra Patel and Mr. Rakesh Rameshchandra Patel shall be classified as Promoters of Charms Industries Limited.

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable law, the 'Relevant Date' for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, shall be Thursday, October 22, 2026 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of Equity Shares;

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of Equity Shares. The Investor shall make payment of Issue Price of Equity Shares from their own bank account into the designated bank account of the Company.

b) The Equity Shares shall be allotted within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or

Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.

c) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Thursday, October 22, 2026 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity shares.

d) The price of each equity share to be issued is Rs. 2/- per share as calculated in accordance with the provisions of Regulation 165 read with Regulation 166A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

e) The Equity shares issued and allotted shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.

f) The Equity shares will be listed and traded on the BSE Limited ("BSE") where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re.1/- (Rupee One only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT the monies received by the Company from the Investors for Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Equity Shares as aforesaid;

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Gujarat and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

3. TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS:

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

"**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, in accordance with the provisions Chapter V the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ('Takeover Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations') and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, the provisions of all other applicable rules, regulations, notifications, circulars, directions, guidelines and clarifications issued by the Reserve Bank of India ("RBI") from time to time including the Reserve Bank of India ("RBI"), all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), including RBI, the Securities and Exchange Board of India ("SEBI"); Bombay Stock Exchange of India ("BSE") and other stock exchanges ("Stock Exchanges") where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, including but not limited to the GOI, RBI, SEBI, MCA, Stock Exchange(s) etc.), institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ('the Board') (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 12,55,00,000 (Twelve Crore Fifty-Five Lakh) Convertible Warrants ('Warrants') of face value of Rs.1/- each on a preferential basis, for cash, at an issue price of Rs. 2/- (Rupees Two only) per Warrant ('Warrant Issue Price'), which is not lesser than the price determined in accordance of Regulation 165 read with Regulation 166A of Chapter V of the ICDR Regulations, payable in cash aggregating to an amount not exceeding Rs. 25,10,00,000/- (Rupees Twenty-Five Crore Ten Lakh Only) to the proposed allottees of the Company (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment), entitling the warrant holders to exercise in one or more tranches during the period, post six (6) months from the completion of Open Offer and prior to expiry of 18 (Eighteen) months from the date of allotment, to the proposed allottees mentioned below hereunder, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "Preferential Issue):

Sr. No.	**Names of the Investors/ proposed Allottees**	**Category (Promoter and Non-Promoter)**	**No. of Convertible Warrants to be issued**
1.	Mahendrabhai G. Patel	*Proposed Promoter	2,28,75,000
2.	Munjal Mahendrabhai Patel	*Proposed Promoter	2,28,75,000
3.	Sanjay Rameshchandra Patel	*Proposed Promoter	2,28,75,000
4.	Rakesh Rameshchandra Patel	*Proposed Promoter	2,28,75,000
5.	Patel Kamlesh Jayantilal	Non-Promoter	56,75,000
6.	Balvir Mukesh Gadhvi	Non-Promoter	56,65,000
7.	Gadhvi Mukeshbhai	Non-Promoter	56,60,000
8.	Bhagirathsinh G Sarvaiya	Non-Promoter	42,50,000
9.	Kantilal Devilal Mali	Non-Promoter	42,50,000
10.	Ravikumar	Non-Promoter	42,50,000
11.	Manojbhai Dhirubhai Patel	Non-Promoter	42,50,000
Total			**12,55,00,000**

**Note: The current Promoters and Promoter Group (hereinafter referred to as the "Sellers") have executed a Share Purchase Agreement ("SPA") with (1) Mr. Mahendrabhai G. Patel, (2) Mr. Munjal Mahendrabhai Patel, (3) Mr. Sanjay Rameshchandra Patel, and (4) Mr. Rakesh Rameshchandra Patel (collectively referred to as the "Proposed Promoters" or "Acquirers") for the acquisition of 10,00,463 (Ten Lakh Four Hundred Sixty-Three) equity shares of the Company from the Sellers, representing 24.37% of the existing paid-up share capital of the Company, subject to receipt of the requisite regulatory and other approvals, wherever applicable, for the change in shareholding.*

Accordingly, pursuant to the execution of SPA and the proposed preferential issue of equity shares, the aforementioned proposed promoters have triggered the obligation to make an Open Offer in compliance with Regulations 3(1) and 4 of the Takeover Regulations and have made a Public Announcement dated Friday, October 23, 2026. Upon completion of the Open Offer, the aforementioned proposed allottees Mr. Mahendrabhai G. Patel, Mr. Munjal Mahendrabhai Patel, Mr. Sanjay Rameshchandra Patel and Mr. Rakesh Rameshchandra Patel shall be classified as Promoters of Charms Industries Limited

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Warrants shall be Thursday, October 22, 2026 being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Monday, November 23, 2026;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches, post completion of 6 months from the completion of Open Offer and prior to the period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Re. 1/- (Rupee One only) each to the Warrant holders;
b. The price of each equity share to be issued is Rs. 2/- per share as calculated in accordance with the provisions of 165 read with Regulation 166A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
c. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
d. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
e. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
f. Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s), at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable
g. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
h. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
i. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked in as prescribed under Chapter V of the ICDR Regulations from time to time;
j. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
k. The Warrants shall be issued and allotted within a period of 15 (fifteen) days from the later of: (a) date of the approval of this special resolution; or (b) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issue and allotment of the Warrants to the Proposed Allottee on a preferential basis; or such other period as may be permitted in accordance with ICDR Regulations, as amended from time to time;
l. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
m. In the event that, a Warrant holder does not exercise the Warrants post completion of 6 months from the completion of Open Offer and prior to the period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
n. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form No. PAS-5, and to issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT each of the aforesaid warrants can be converted post 6 months from the completion of open offer but not later than 18 months from the date of allotment of warrants into One fully paid-up Equity Share of Rs. 2/- each at the price determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT any of the Director of the board or the Company Secretary of the Company be and are hereby severally authorized to issue and allot the said Warrants and such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant holders.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot the said Warrants and Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making application to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.**"**

DATE: October 23, 2026
PLACE: Ahmedabad

By the order of the Board
For, Charms Industries Limited

Sd/-

SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
DIN: 00841729

REGISTERED OFFICE:
108-B/109 Sampada Building, Mithakhali Six Roads
Opp-Hare Krishna Complex,
B/H Kiran Motors
Ahmedabad- 380009 , Gujarat

Notes:

1. A member entitled to attend and vote at the Extra Ordinary 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.

2. Corporate members intending to send their authorized representative to attend the Extra Ordinary 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 Extra Ordinary General Meeting.

3. A specimen of Attendance Slip, Proxy form and the route map showing direction to reach the venue of the Extra Ordinary General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting so as to enable shareholders to attend meeting with complete documents.

4. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.

5. The Members are requested to notify promptly any change in their address to the Company's Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd, (RTA).

6. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical forms may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, nomination form may be filed with the respective Depository Participants (DP).

7. 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 can submit their PAN details to the Company/ Registrar and Transfer Agent (RTA), M/s. Bigshare Services Pvt. Ltd,

8. Pursuant to the Regulation 40 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and SEBI vide its circular, no physical shares are allowed to be transferred (except in case of transmission or transposition of Shares) unless the securities are held in the dematerialized form w.e.f. April 01, 2019. Accordingly, Shareholders holding shares in physical form are requested to dematerialize their shareholding in the Company to avoid hassle in transfer of shares.

9. In compliance with Ministry of Corporate Affair's General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ("The Act"), and also in compliance of any other circulars, notifications etc. as issued by the MCA, Securities and Exchange Board of India ("SEBI") or any other authority, Notice of this meeting is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at charmsltd@yahoo.com mentioning their Folio No. /DP ID and Client ID, Full Address and Contact details. Members may note that the EGM Notice has been also uploaded on the website of the Company at www.charmsindustries.in and can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses to be transacted at the meeting under Item No. 01 to 03 is annexed hereto.

11. Further, Notice of the EGM is being sent only to those members, whose names are recorded in the Register of Members of the company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 23, 2026 ('Cut-Off Date for receiving the Notice').

12. The persons whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners as maintained by the Depositories as on Monday, November 16, 2026 (i.e., cut-off date for E-voting) only shall be entitled to vote through remote e-voting or to vote through poll at the venue of EGM.

13. All 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 upto the date of the Extraordinary General Meeting.

14. In case of joint holders attending the Extraordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

15. Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.

16. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility to all the Shareholders of the Company in respect of the item to be transacted at this Meeting. The Company has engaged the services of CDSL for facilitating remote e-voting for EGM. The instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

17. Further, the facility for voting through electronic voting system/ ballot or polling 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 their right at the meeting.

18. **Process and manner for members opting for voting through Electronic means:**

a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ("CDSL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.

b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, November 16, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

c) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Monday, November 16, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

d) The remote e-voting will commence on Friday, November 20, 2026 at 9.00 a.m. and will end on Sunday, November 22, 2026 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Monday, November 16, 2026, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

e) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

f) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, November 16, 2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, November 20, 2026 at 9.00 a.m. and ends on Sunday, November 22, 2026 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 (record date) of Monday, November 16, 2026 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 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.

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 e-voting service providers (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.

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

Pursuant to above said SEBI Circular, Login method for e-Voting **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**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl 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**	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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (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 or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
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 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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. 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 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 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details 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.

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

(vii) Members 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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.

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

19. The Company has appointed Nisarg Sharma, (FCS No. 14061, and C.P. No 17088), proprietor of M/s Nisarg Sharma & Associates, Practicing Company Secretaries, Ahmedabad has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

20. The Scrutinizer shall after the conclusion of voting at the general meeting, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 48 Hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.noblepolymers.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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 21 09911.

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 1800 21 09911.

REGISTERED OFFICE:
108-B/109 Sampada Building,
Mithakhali Six Roads Opp-Hare Krishna Complex,
B/H Kiran Motors,
Ahmedabad- 380009 , Gujarat

By the order of the Board of Directors,
For Charms Industries Limited,

Sd/-

SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
DIN: 00841729

CONTACT DETAILS

Company	Charms Industries Limited
CIN	L72900GJ1992PLC017494
Registered Office	108-B/109 Sampada Building mithakhali Six Roads Opp-Hare Krishna Complex B/H Kiran Motors , Ahmedabad – 380009, Gujarat.
Phone	+91-79-26422081
Email	charmsltd@yahoo.com
Registrar and Share Transfer Agent	**M/s. Bigshare Services Pvt. Ltd,** Office No. 303, Sun Square Complex, Near Chakradhari Society Bus Stop, Girish Cold Drinks Cross Road, Navrangpura, Ahmedabad – 380009, Gujarat
E-voting Agency	Central Depository Services Limited (CDSL)
Scrutinizer	**M/s. Nisarg Sharma & Associates** **Company Secretaries** Address:-G-23 Swayambhu Apartment, Behind Sahajananad, College Azad Road, Ambawadi, Ahmedabad -380015

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 01:

The present Authorised Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lakh Only), divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Re. 1/- (Rupee One Only) each. The Company proposes to increase its Authorised Share Capital to Rs.16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only), divided into 16,50,00,000 (Sixteen Crore Fifty Lakh) Equity Shares of Re.1/- (Rupee One Only) each, to facilitate fund-raising in the future through the issuance of Equity Shares and Convertible Warrants.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorised Share Capital reflects face value of Re.1/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 1 is in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends them for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 02 & 03:

The Board of the Directors of the Company at its meeting held on Friday, October 23, 2026 has given their consent, subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment upto:

i. 2,45,00,000 (Two Crore Forty-Five Lakh) fully paid-up equity shares of the Company, having a face value of Re. 1/- each at an issue price of Rs.2/- per share, aggregating to Rs. 4,90,00,000/- (Rupees Four Crore Ninety Lakh Only), are proposed to be allotted on a preferential basis.

ii. 12,55,00,000 (Twelve Crore Fifty-Five Lakh) convertible warrants, having a face value of Re. 1/- each at an issue price of Rs. 2/- per warrant, aggregating to Rs. 25,10,00,000/- (Rupees Twenty-Five Crore Ten Lakh Only),are proposed to be allotted on a preferential basis.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

Further, the current Promoters and Promoter Group (hereinafter referred as "Sellers") have executed the Share purchase Agreement ("SPA") with (1) Mr. Mahendrabhai G. Patel, (2) Mr. Munjal Mahendrabhai Patel, and (3) Mr. Sanjay Rameshchandra. Patel and (4) Mr. Rakesh Rameshchandra Patel, ("Collectively Referred as Proposed Promoters or Acquirers") for acquisition of 10,00,463 (Ten Lakh Four Hundred Sixty-Three) equity shares of the Company from the Sellers, representing 24.37% stake of the existing Share capital in the Company, in accordance with the terms and conditions of the SPA and subject to the receipt of such approvals as may be required under applicable laws.

Pursuant to the SPA and the proposed preferential issue of equity shares, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") and have made a Public Announcement, dated Friday, October 23, 2026, for acquisition of 10,00,463 Equity Shares from the shareholders of "Charms Industries Limited" pursuant to the provisions of Takeover Regulations.

Post completion of the Open Offer, the Acquirers would be classified in the Promoters Category of the Company and will be holding substantial stake and will acquire control and management of the Company and the sellers shall cease to be promoters of the Company and shall be re-classified as public shareholders in accordance with Regulation 31A of the Listing Regulations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. **Objects of the preferential issue:**

The primary object of the Preferential Issue is to raise funds to facilitate the Company's strategic investment by acquiring in the equity share capital of a company proposed to be incorporated, which shall be engaged in the business of five-star hospitality and shopping mall operations (the "Proposed Investee Company") and General corporate purposes. The Company proposes to acquire a stake ranging from 15.00% to 17.00% of the equity share capital of the Proposed Investee Company, subject to its incorporation and the completion of all requisite legal and regulatory formalities.

The proposed acquisition is intended to enable the Target Company to diversify its business operations, expand its presence into the aforesaid sectors and participate in the potential growth prospects and business opportunities arising therefrom. The acquisition shall be undertaken in accordance with the terms and conditions of the relevant transaction documents and subject to receipt of all necessary corporate, statutory and regulatory approvals, wherever applicable. The Board of Directors of the Target Company shall determine, from time to time, the appropriate course of action with respect to the proposed acquisition and the utilisation of the proceeds of the Preferential Issue, in accordance with applicable laws and regulations, with a view to furthering the Target Company's business diversification strategy and long-term growth objectives.

The Company intends to utilize the proceeds raised through the proposed Preferential Issue upto 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares and upto 12,55,00,000 (Twelve Crore Fifty-Five Lakh) convertible warrants ("Issue Proceeds") towards the following objects:

The end use break-up of the total amount Rs. 30.00 crore to be raised via preference issue is as follows:

Sr. No.	Particulars (Object of the Issue)	Total estimated amount to be utilised for each of the Objects ##(Amount in crores)	Tentative Timelines for utilization of issue proceeds for each of the object
1.	To make investment in in the equity share capital of a company proposed to be incorporated.	Rs. 22.50 Crore	12 months from the date of Receipt of funds for the allotment of equity.
2.	#General Corporate Purposes	Rs. 7.50 Crore	6 months from the date of Receipt of funds for the allotment of equity.
	Total	**Rs. 30.00 Crore**	**-**

upto 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes

##considering 100% conversion of Warrants into equity shares

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws

2. **Maximum number of specified securities to be issued, price of the securities and amount to be raise:**

The resolution set out in the accompanying notice authorizes the Board to issue:

i. Upto 2,45,00,000 (Two Crore Forty-Five Lakh) fully paid-up equity shares of the Company, having a face value of Re. 1/- each at an issue price of Rs.2/- per share, aggregating to Rs. 4,90,00,000/- (Rupees Four Crore Ninety Lakh Only), are proposed to be allotted on a preferential basis.

ii. Upto 12,55,00,000 (Twelve Crore Fifty-Five Lakh)convertible warrants, having a face value of Re. 1/- each at an issue price of Rs. 2/- per warrant, aggregating to Rs. 25,10,00,000/- (Rupees Twenty-Five Crore Ten Lakh Only) are proposed to be allotted on a preferential basis.

3. Basis on which the price of the Preferential Issue has been arrived at:

A] As required under Regulation 165 read with Regulation 166A of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares has been done by RV Janak Jagjivan Shah, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11559) having its Office at Office No. 201, Kamdhenu Complex, Ashram Road, Ahmedabad - 380009, Gujarat, India using accepted valuation practices vide Valuation Report dated October 23, 2026.

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 read with regulation 166A of Chapter V of SEBI (ICDR) Regulations, 2018.

Accordingly, the fair value per Equity Share of the Company is considered as Nil due to negative valuation approaches, the issue price has been fixed at Rs. 2/- per Equity Share. The price at which the warrants shall be issued is Rs.2./- per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investors" tab on the website of the Company at the following link: at https://charmsindustries.co.in/wp-content/uploads/2026/10/Valuation-Report-Preferential-Issue.pdf

B] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Hence, based on the above, the Board of the Directors of the Company has decided that the issue of Equity shares and convertible warrants on Preferential basis shall be at a price of Rs.2/- each (Face Value Re. 1/- each at a premium of Re. 1/-).

4. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares and Convertible Warrants to be issued on conversion of warrants with reference to the proposed allotment is Thursday, October 22, 2026 being the date 30 days prior to November 23, 2026 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

5. The class or classes of persons to whom the allotment is proposed to be made, the percentage of post preferential issue capital that may be held by them:

The allotment is proposed to be made to the Proposed Promoters & Non-Promoters. The Details of the same are provided hereunder:

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (2,00,00,000 Equity Shares and 12,55,00,000 Warrants*) *Assuming full conversion of warrants	
					No. of shares held	#% of share holding
1.	Mahendrabhai G. Patel	*Proposed Promoter	50,00,000	2,28,75,000	## 2,78,75,000	18.09
2.	Munjal Mahendrabhai Patel	*Proposed Promoter	50,00,000	2,28,75,000	##2,78,75,000	18.09
3.	Sanjay Rameshchandra Patel	*Proposed Promoter	50,00,000	2,28,75,000	##2,78,75,000	18.09
4.	Rakesh Rameshchandra Patel	*Proposed Promoter	50,00,000	2,28,75,000	##2,78,75,000	18.09
5.	Patel Kamlesh Jayantilal	Non-Promoter	7,50,000	56,75,000	64,25,000	4.17
6.	Balvir Mukesh Gadhvi	Non-Promoter	7,50,000	56,65,000	64,15,000	4.16

7.	Gadhvi Mukeshbhai	Non-Promoter	7,50,000	56,60,000	64,10,000	4.16
8.	Bhagirathsinh G Sarvaiya	Non-Promoter	5,62,500	42,50,000	48,12,500	3.12
9.	Kantilal Devilal Mali	Non-Promoter	5,62,500	42,50,000	48,12,500	3.12
10.	Ravikumar	Non-Promoter	5,62,500	42,50,000	48,12,500	3.12
11.	Manojbhai Dhirubhai Patel	Non-Promoter	5,62,500	42,50,000	48,12,500	3.12
Total			**2,45,00,000**	**12,55,00,000**	**15,00,00,000**	**99.34**

Note:

*****_The existing Promoters and Promoter Group of the Company (hereinafter referred to as the "Sellers") propose to execute a Share Purchase Agreement ("SPA") dated October 23, 2026, with (1) Mr. Mahendrabhai G. Patel, (2) Mr. Munjal Mahendrabhai Patel, (3) Mr. Sanjay Rameshchandra. Patel and (4) Mr. Rakesh Rameshchandra Patel (collectively referred to as the "Proposed Promoters" or "Acquirers") for the acquisition of 10,00,463 equity shares of the Company from the Sellers, representing 24.37% of the existing share capital of the Company, in accordance with the terms and conditions of the SPA._

Pursuant to the SPA and the proposed preferential issue of equity shares, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") and have made a Public Announcement dated Friday, October 23, 2026, for acquisition of 10,00,463 Equity Shares from the shareholders of Charms Industries Limited pursuant to the provisions of Takeover Regulations. Post completion of the Open Offer, the acquirers would be classified in the Promoters Category of the Company.

#The post-issue percentages shall be calculated assuming full subscription to the proposed preferential allotment of 2,45,00,000 equity shares and full conversion of the 15,00,00,000 Convertible Warrants, as applicable, have been calculated on the basis of the post-preferential issue share capital of the Company on a fully diluted basis, amounting to ₹15,41,06,000/- (Rupees Fifteen Crore Forty-One Lakh Six Thousand Only), divided into 15,41,06,000 (Fifteen Crore Forty-One Lakh Six Thousand) Equity Shares of face value of ₹1/- (Rupee One Only) each, assuming full subscription to the proposed preferential allotment.

##In the post-issue shareholding pattern, the Acquirers shall be included in the Promoter and Promoter Group category, the shares proposed to be acquired pursuant to the SPA dated Friday , October 23, 2026, and the shares proposed to be allotted under the preferential issue, including shares arising upon conversion of the Convertible Warrants, as applicable. The proposed transfer of shares pursuant to the SPA shall be subject to the terms and conditions of the SPA and compliance with applicable laws and regulations. The post-issue shareholding may change depending on the actual number of shares allotted, the conversion of Convertible Warrants and the number of shares tendered by public shareholders under the Open Offer.

6. Intention of promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, existing key managerial personnel or existing senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Share and Convertible Warrants.

The proposed preferential issue of Equity Shares and Convertible Warrants is being made to the Acquirers and other proposed allottees, none of whom presently holds any equity shares in the Company. Upon completion of the proposed preferential allotment and the Open Offer, the Acquirers shall be classified as Promoters of the Company, in accordance with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), while the other proposed allottees shall be classified as Public (Non-Promoter) shareholders, as applicable. Consequently, the existing Promoters shall cease to be classified as such and shall be reclassified as Public Shareholders, subject to compliance with Regulation 31A of the SEBI (LODR) Regulations and other applicable regulatory requirements.

7. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares and Convertible Warrants will result in change in the management and control of the Company.

Further, upon completion of the transfer of shares to the Acquirers pursuant to the Share Purchase Agreement ("SPA") proposed to be executed on Friday, October 23, 2026, and acquisition of shares tendered by the public shareholders under the Open Offer, the Acquirers are proposed to acquire control of the Company. Accordingly, the proposed transaction shall result in a change in control of the Company in terms of Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), as applicable, and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further, subject to compliance with applicable statutory requirements and receipt of requisite approvals, upon completion of the Open Offer and fulfilment of the applicable conditions, the Acquirers shall be classified as the Promoters of the Company, and the existing Promoters and Promoter Group shall cease to be classified as Promoters, and shall be reclassified as Public Shareholders in accordance with Regulation 31A of the Listing Regulations, subject to fulfilment of the prescribed conditions and approval requirements.

8. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares and Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

9. Shareholding pattern before the proposed Preferential Issue of Equity Shares:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Sr. No.	Category	Pre Preferential Issue		Post Preferential Issue (upon allotment of 2,00,00,000 Equity Shares and 15,00,00,000 Warrants)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A.	**Promoter & Promoter Group holding**				
1.	Indian				
I	Individual/HUF	1000463	24.37	112500463	73.00
II	Bodies Corporate & LLP	0	0.00	0	0
Sub Total		1000463	24.37	112500463	73.00
2.	Foreign Promoters	0	0.00	0	0.00
Sub Total (A)		**1000463**	**24.37**	**112500463**	**73.00**
B.	**Non- Promoter Holding**		0.00		0.00
1.	Institutional Investors	0.00%	0.00	0	0.00
2.	Non-Institutions	0.00%	0.00	0	0.00
I	Indian Public	2780814	67.72	41280814	26.79
II	Bodies Corporate	131083	3.19	131083	0.09
III	Directors and Relatives	0	0.00	**0**	0.00
V	Foreign Companies	0	0.00	**0**	0.00
VI	Non Resident Indians (NRIs)	71,600	1.74	71,600	0.05
VII	Others (Firm, HUF, Clearing members & LLP)	122140	2.97	122140	0.08
Sub Total (B)		**3105637**	**75.63**	**41605637**	**27.00**
		4106100	**100.00**	**154106100**	**100.00**

(The above pre-issue shareholding pattern is based on the shareholding as on October 23, 2026 and considering the allotment of 2,00,00,000 Equity Shares and 15,00,00,000 Warrants assuming full subscription)

#The post-issue shareholding percentages have been calculated on the basis of the post-preferential issue share capital of the Company on a fully diluted basis, amounting to ₹15,41,06,000/- (Rupees Fifteen Crore Forty-One Lakh Six Thousand Only), divided into 15,41,06,000 (Fifteen Crore Forty-One Lakh Six Thousand) Equity Shares of face value of ₹1/- (Rupee One Only) each, assuming full subscription to the proposed preferential allotment.

##In the post issue shareholding, the Acquirers, have been included in the promoter & promoter group category along with the shares which will be transferred to the Acquirers in accordance with the executed SPA dated 23/10/2026. However, the transfer of such shares shall be subject to the fulfilment of the applicable conditions under the SPA and completion of the Open Offer. Further, the post-issue shareholding pattern may vary depending on the number of shares tendered by the existing Public Shareholders in the Open Offer.

10. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No	Name of Proposed Allottees	Category (Whether FPI/ Individual/HUF/ Body Corporate)	Name of the ultimate beneficial owners
1.	Mahendrabhai G. Patel	Individual	Not Applicable
2.	Munjal Mahendrabhai Patel	Individual	Not Applicable
3.	Sanjay Rameshchandra Patel	Individual	Not Applicable
4.	Rakesh Rameshchandra Patel	Individual	Not Applicable
5.	Bhagirathsinh G Sarvaiya	Individual	Not Applicable
6.	Kantilal Devilal Mali	Individual	Not Applicable
7.	Ravikumar	Individual	Not Applicable
8.	Manojbhai Dhirubhai Patel	Individual	Not Applicable
9.	Gadhvi Mukeshbhai	Individual	Not Applicable
10.	Balvir Mukesh Gadhvi	Individual	Not Applicable
11.	Patel Kamlesh Jayantilal	Individual	Not Applicable

12. The Current and Proposed status of the allottees post the preferential issue *namely, promoter or non-promoter:*

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Mahendrabhai G. Patel	Non Promoter	Promoter
2.	Munjal Mahendrabhai Patel	Non Promoter	Promoter
3.	Sanjay Rameshchandra Patel	Non Promoter	Promoter
4.	Rakesh Rameshchandra Patel	Non Promoter	Promoter
5.	Bhagirathsinh G Sarvaiya	Non Promoter	Non Promoter
6.	Kantilal Devilal Mali	Non Promoter	Non Promoter
7.	Ravikumar	Non Promoter	Non Promoter
8.	Manojbhai Dhirubhai Patel	Non Promoter	Non Promoter
9.	Gadhvi Mukeshbhai	Non Promoter	Non Promoter
10.	Balvir Mukesh Gadhvi	Non Promoter	Non Promoter
11.	Patel Kamlesh Jayantilal	Non Promoter	Non Promoter

13. Recommendations and Voting Pattern of the committee of Independent Directors of the Company:

The committee of Independent Directors comprising of Mr. Ashok Mankodi and Mr. Dilipkumar Ramprasad Joshi at their meeting held on 23rd October, 2026 has considered the proposal to make the preferential allotment of 2,45,00,000 Equity Shares and 12,55,00,000 Convertible Warrants to the proposed allottees. The committee has considered that the Issue price of Rs.2/- has been determined by the Independent Registered Valuer in his Valuation Report as per Chapter V of SEBI (ICDR) Regulations after taking into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium on account of change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Director	Assent	Dissent
1.	Mr. Ashok Mankodi	Yes	-
2.	Mr. Dilipkumar Ramprasad Joshi	Yes	-

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the year, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants/ Convertible Securities.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

16. Terms of Payment:

For Equity Shares:

The entire consideration against the allotment of the Equity shares shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issues shares on proportionate basis.

For convertible Warrants:

25% of the value of the warrant is to be paid against each warrant on or before the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity Shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Re. 1/- (Rupee One Only) each at a premium of Re. 1 /- (Rupee One Only) making issue price of Rs. 2.00/- (Rupees Two Only) each which is determined in accordance with the SEBI (ICDR) Regulations, 2018, post 6 months from the completion of open offer and not later than 18 months from the date of allotment of the Warrants. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

17. Undertaking as to re-computation of price and lock-in of specified securities :

i. The Issuer Company undertakes that they shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked–in till the time such amount is paid by the allottees.

18. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018:

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrower.

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Nisarg Sharma (Membership No. FCS 14061) of M/s. Nisarg Sharma & Associates, Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of email of the EGM Notice till November 23, 2026. This certificate is also

placed under "Investor Relations" at the following link: https://charmsindustries.co.in/wp-content/uploads/2026/10/Annexure-IV_Certificate.pdf

20. **Lock-in period**
    The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

21. **Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**
    It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

22. **Undertakings:**
    The Company hereby undertakes that:
    i. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
    ii. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
    iii. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
    iv. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

23. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**
    No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

24. **Principle terms of assets charged as securities:** Not Applicable

25. **Interest of the Promoters/ Directors:**
    None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 02 and 03 of this Notice for the approval of the Members by way of passing a Special Resolution

DATE: October 23, 2026
PLACE: Ahmedabad

By the order of the Board
For, CHARMS INDUSTRIES LIMITED

REGISTERED OFFICE:
108-B/109 Sampada Building,
Mithakhali Six Roads, Opp-Hare Krishna Complex,
B/H Kiran Motors, Ahmedabad- 380009, Gujarat

Sd/-
SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
DIN: 00841729

CHARMS INDUSTRIES LIMITED

(CIN: L72900GJ1992PLC017494)
Reg. Office: 108-B/109Sampada Building, Mithakhali Six Roads, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad-380009 Gujarat
Contact No. 09898031513 Website: www.charmsindustries.co.in E-mail: charmsltd@yahoo.com

ATTENDANCE SLIP

DPID/ CLIENT ID: _____

Registered Folio No.:_____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

_____

_____

_____

_____

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, November 23, 2026 at 12:00 p.m. at the Registered Office of the Company at 108-B/109 Sampada Building mithakhali Six Roads Opp-Hare Krishna Complex B/H Kiran Motors, Ahmedabad – 380009, Gujarat.

_____

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

CHARMS INDUSTRIES LIMITED

(CIN: L72900GJ1992PLC017494)
Reg. Office: 108-B/109Sampada Building, Mithakhali Six Roads, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad-380009 Gujarat
Contact No. 09898031513 Website: www.charmsindustries.co.in E-mail: charmsltd@yahoo.com

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L72900GJ1992PLC017494
Name of the company:	CHARMS INDUSTRIES LIMITED
Registered office:	108-B/109 Sampada Buildingmithakhali Six Roads Opp-Hare Krishna Complex B/H Kiran Motors ,Ahmedabad – 380009, Gujarat.

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of ……. shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	

	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Monday, November 23, 2026 at 12.00 p.m. at the Registered Office of the Company at 108-B/109 Sampada Building mithakhali Six Roads Opp-Hare Krishna Complex B/H Kiran Motors, Ahmedabad – 380009, Gujarat,, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Particulars**	**Option**	
		For	**Against**
1.	TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OFASSOCIATION		
2.	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS		
3.	TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS		

Signed this…… day of…… 2026.

Signature of shareholder_____

Signature of Proxy holder(s)_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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 proxy for any other person or shareholder.

   ** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

CHARMS INDUSTRIES LIMITED

(CIN: L72900GJ1992PLC017494)
Reg. Office: 108-B/109Sampada Building, Mithakhali Six Roads, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad-380009 Gujarat
Contact No. 09898031513 Website: www.charmsindustries.co.in E-mail: charmsltd@yahoo.com

Form No. MGT-12
Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies (Management and Administration) Rules, 2014]

Name of the Company		**CHARMS INDUSTRIES LIMITED**
Registered Office		**CIN: L72900GJ1992PLC017494** 108, Sampada Building, Mithakhali Six Roads, Behind A K Patel House, Navrangpura, Ahmedabad, Gujarat, 380009 **Ph:** +91 9898031513 **Email:-** charmsltd@yahoo.com **Website:** www.charmsindustries.in
Sr. No.	**Particulars**	**Details**
1	Name of the First Named Shareholder (In Block Letter)	
2	Postal Address	
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary resolution & Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

Resolutions:		**Nature of Resolution**	**No. of shares held by me**	**I assent to the resolution**	**I dissent to the resolution**
1.	TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OFASSOCIATION	Ordinary			
2.	TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS	Special			
3.	TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS	Special			

Place:
Date:

(Signature of the Shareholder)

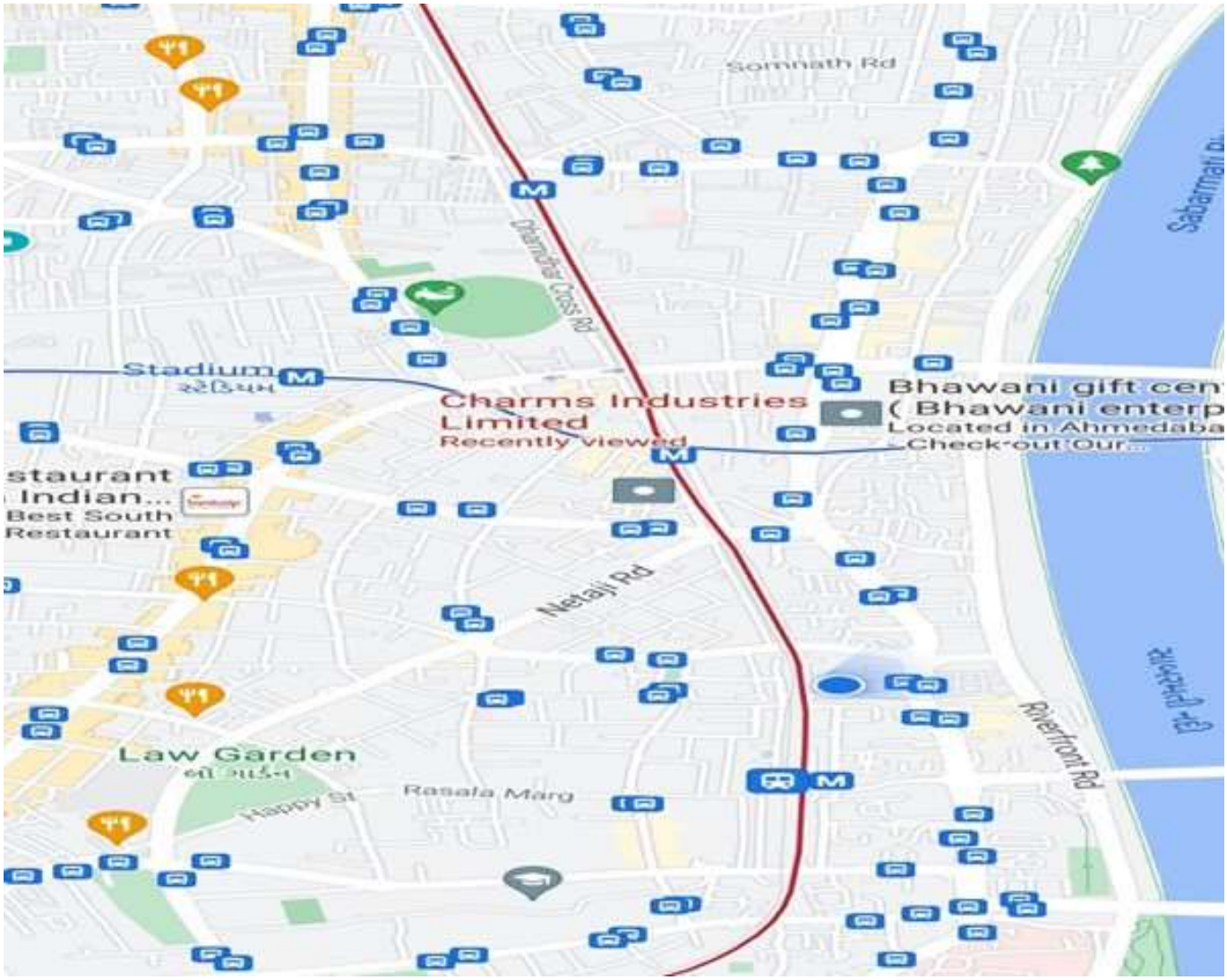
ROUTE MAP TO EGM VENUE

Venue / Registered Office:

108-B/109, Sampada Building, Mithakhali Six Roads,

Opposite Hare Krishna Complex, Behind Kiran Motors,

Ahmedabad – 380009, Gujarat.

Date: Monday, November 23, 2026

Time: 12:00 P.M.