

## NOTICE

NOTICE is hereby given that the Fifteenth (15<sup>th</sup>) Annual General Meeting of the shareholders ("AGM") of Chennai Ferrous Industries Limited will be held on Thursday, the 25<sup>th</sup> day of September 2025 at 02.30 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the AGM shall be deemed to be the Registered office of the Company at Survey No.180-183, 190 & 191, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Gummidipoondi, Thiruvallur, Tamilnadu - 601 201.

### **ORDINARY BUSINESS**

#### **Item No.1:- Adoption of the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon:**

To consider passing the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2025 together with reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

#### **Item No.2:- To appoint a Director in place of Mr. R Natarajan (DIN : 00595027), who retires by rotation and being eligible offers himself for re-appointment**

To consider passing the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. R Natarajan (DIN: 00595027), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **Item No.3:- Appointment of M/s. Aayush Bohra A & Co. as Statutory Auditors**

To consider passing the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Aayush Bohra A & Co., Chartered Accountants (Firm Registration No. 026932S issued by the Institute of Chartered Accountants of India), be and are hereby appointed as Statutory Auditors of the Company, for a period of 5 consecutive years, to hold office from the conclusion of 15<sup>th</sup> Annual General Meeting till conclusion of 20<sup>th</sup> Annual General Meeting to be held in the year 2030, on such remuneration plus applicable taxes, out of pocket expenses, if any, to be fixed by the Board of Directors."

### **SPECIAL BUSINESS**

#### **Item No.4:- Appointment of M/s. M. K. Madhavan & Associates., Practicing Company Secretaries, as the Secretarial Auditors and fix their remuneration.**

To consider passing the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, M/s. M.K. Madhavan & Associates, Practicing Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2025 to March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No:5:- Appointment of Mrs. J. Rathna Jayasheela (DIN: 07383160) as an Non-Executive Independent Director of the Company for a term of five consecutive years commencing from March 26, 2025 to March 25, 2030.**

To consider passing the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (LODR) Regulations, 2015 as amended from time to time, Articles of Association of the Company, Mrs. J. Rathna Jayasheela (DIN: 07383160), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from March 26, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act and applicable SEBI (LODR) Regulations, 2015 and has submitted a declaration to that effect and has consented to act as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing with effect from March 26, 2025 up to March 25, 2030.

**RESOLVED FURTHER THAT** any one of the Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary or desirable or expedient to give effect to the aforesaid resolution."

**Item No:6:- Adoption of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.**

To consider passing the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the any one of the Director and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with Registrar of Companies."

*By Order of the Board of Directors*  
**For Chennai Ferrous Industries Limited**

Place: Gummidipoondi  
Date: August 14, 2025

**M Balamurugan**  
Company Secretary  
M.No.A66115

**Notes:**

1. Ministry of Corporate Affairs (MCA), vide its General Circular No. 09/2024 dated September 19, 2024, and circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 15<sup>th</sup> AGM of the Company is being held through VC / OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Subject to receipt of a requisite number of votes, the resolutions, shall deemed to be passed on the date of the AGM. i.e., Thursday, September 25, 2025. Members will be allowed to attend the AGM through VC on a first come, first served basis.
4. Since this AGM is being held through VC/OAVM, (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
5. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by Members through the remote e-voting system, as well as e-voting on the date of the AGM, will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://chennaiferrous.com>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Registrar and Transfer Agent ("RTA")/ Depository Participants ("DP")/Depositories. Members may note that the aforesaid documents will be available on the Company's website at <https://chennaiferrous.com> website of the Stock Exchange, BSE Limited at [www.bseindia.com](http://www.bseindia.com). In case any member is desirous of obtaining hard copy of the Annual Report for financial year ended March 31, 2025 may send a request to the Company's email address at [investor@chennaiferrous.com](mailto:investor@chennaiferrous.com) mentioning their Folio No. / DP ID and Client ID.
8. Details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at this AGM are also annexed to this Notice.
9. Corporate / Institutional Members (i.e., other than Individuals, HUF / NRI / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board Resolution authorizing the representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board Resolution shall be sent to the Scrutinizer through e-mail to [cs.madhavanmk@gmail.com](mailto:cs.madhavanmk@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name\_EVEN No".

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. They shall also be available for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 am. (IST) and 1:00 pm. (IST) up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to [investor@chennaiferrous.com](mailto:investor@chennaiferrous.com).
11. The Register of Members and the Share Transfer Books of the company shall remain closed from Friday, September 19, 2025 to Thursday, September 25, 2025 (both days inclusive) for the Annual General Meeting.
12. Members are requested to register / update their KYC details (i.e., e-mail address, Postal Address with PIN code, Mobile Number, Bank Account details, ECS detail, PAN details linked with Aadhaar, etc.) to receive the Notice of the AGM, Annual Report and all other future communications sent by the Company from time to time. Members can get their KYC details registered / updated by following the steps given below:
  - (a) Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, by sending an e-mail to the Company at [investor@chennaiferrous.com](mailto:investor@chennaiferrous.com) or to the Company's RTA, M/s. Cameo Corporate Services Limited at [investor@cameoindia.com](mailto:investor@cameoindia.com) followed by mandatorily sending the physical copy of the same through post to the Registered Office of the Company / RTA; and
  - (b) Members holding shares in dematerialised form are requested to update their user profiles and KYC details, including their e-mail address, with their respective Depository Participant (DP) from time to time, and not with the Company or its RTA, as the Company is obliged to use only the data provided by the Depositories.
13. The Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has been mandated to furnish the KYC details/documents of the Members in order to lodge any grievance or avail any service request from the RTA. Further, with effect from April 1, 2024, payment of dividend shall be made only in electronic mode to such Members.
14. Further SEBI has mandated, that securities of listed companies can be transferred only in dematerialised, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA M/s Cameo Corporate Services Limited for assistance in this regard.
15. Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/145 dated August 11, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilised by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the issue is not resolved by the Company itself or through the SCORES 2.0.
16. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has announced a special 6-month window for investors to re-lodge transfer deeds for physical shares. This applies to requests submitted before April 1, 2019, but returned, rejected, or left unprocessed due to document-related issues. The window will remain open from July 7, 2025, to January 6, 2026.

**Instructions for e-voting:-**

- (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended) read with circular of SEBI, and the Circulars issued by the Ministry of Corporate Affairs from time to time on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The Company has availed the facilities of the National Securities Depository Limited (NSDL) for facilitating e-voting. The facility of casting votes by a Members using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.

- (b) The remote e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
September 22, 2025, Monday, at 9.00 A.M (IST)	September 24, 2025, Wednesday, at 5.00 P.M (IST)

- (b) The remote e-voting facility will be available during the following voting period: The e-voting module will be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- (c) The voting rights of Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 18, 2025 ("Cut-off date").
- (d) A person, whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail of the facility of remote e-voting or for participation at the AGM. A person who is not a member as on the Cut-off Date should treat the Notice for information purposes only.
- (f) The Members who have cast their vote(s) by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) again at the meeting.

The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to the NSDL e-voting system.

Step 2: Cast your vote electronically on the NSDL e-voting system.

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="603 1720 1214 2029" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.madhavanmk@gmail.com](mailto:cs.madhavanmk@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Mr. Amit Vishal, Vice President or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case of shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) along with Form ISR- 1 for updation of KYC details by email to [investor@cameoindia.com](mailto:investor@cameoindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investor@cameoindia.com](mailto:investor@cameoindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@chennaiferrous.com](mailto:investor@chennaiferrous.com). The same will be replied by the company suitably.

**OTHER NOTES FOR MEMBERS:**

1. The Board of Directors of the Company has appointed M/s. M K Madhavan & Associates Practising Company Secretary (Peer Review Certificate Number 1221/2021), Chennai as the 'Scrutiniser' to scrutinise the remote e-Voting and e-Voting at the AGM process in a fair and transparent manner.
2. The Scrutiniser shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
4. As per Regulation 44 of the SEBI (LODR) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The results declared along with Scrutiniser's report shall be placed on the Company's website [www.chennaiferrous.com](http://www.chennaiferrous.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be intimated to the Stock Exchange.
5. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, September 18, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Members holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Thursday, September 18, 2025, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

*By Order of the Board of Directors*  
**For Chennai Ferrous Industries Limited**

Place: Gummidipoondi  
Date: August 14, 2025

**M Balamurugan**  
Company Secretary  
M.No.A66115

### EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to businesses mentioned under Item No.'s 3 to 6 of the accompanying Notice:

#### **Item No.:- 3. To appoint Statutory Auditors of the Company**

This explanatory statement is provided although not mandated under section 102 Companies Act, 2013.

The Company propose to rotate the Statutory Auditors at the ensuing Annual General Meeting through the appointment of another firm of Chartered Accountants, M/s. Aayush Bohra A & Co., Chartered Accountants (Peer Review Certificate No. 020418 and ICAI Firm Registration No. 026932S) as the Statutory Auditors of the Company. The firm is registered with the ICAI and primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. Being eligible for appointment under the provisions of the Act, they have furnished their consent to act as the Statutory Auditors, in terms of provisions of the Act and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria prescribed under Section 141 of the Act. The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on August 14, 2025 proposed the appointment of M/s. Aayush Bohra A & Co., Chartered Accountants, as the Statutory Auditors of the company for a period of 5 years from the conclusion of this Annual General Meeting till the AGM to be conducted in the year 2030.

#### **Item No.:- 4. To appoint Secretarial Auditors of the Company**

In terms of amended provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015, the Board of Directors at their meeting held on August 14, 2025 after considering the recommendations of the Audit Committee, has recommended the appointment of M/s. M.K. Madhavan & Associates for a tenure of five (5) consecutive financial years from FY 2025-26 to FY 2029-30 as the Secretarial Auditors of the Company. Accordingly, the Item No. 4 is recommended for the approval of Members.

M/s. M.K. Madhavan & Associates is a professional firm having Peer Review Certificate No. 1221/2021 offering specialised services in Corporate Law, Corporate Restructuring, Securities Law, FEMA and Advisory services.

M/s. M.K. Madhavan & Associates has confirmed that they are not disqualified to be appointed as the Secretarial Auditor in terms of the SEBI (LODR) Regulations, 2015. Besides the secretarial audit services, the Company may obtain certifications and other permissible non-secretarial audit services from the Secretarial Auditor as required from time to time. The Company will not avail any services which are prohibited under the SEBI (LODR) Regulations, 2015 read along with SEBI circular dated December 31, 2024.

Considering the experience and expertise of M/s. M.K. Madhavan & Associates, the Audit Committee and the Board has recommended the candidature for appointment as Secretarial Auditor for a term of five consecutive financial years from FY 2025-26 till FY 2029-30 at a remuneration mutually agreed with Board.

#### **Item No.:- 5. Appointment of Mrs. J. Rathna Jayasheela (DIN: 07383160) as an Independent Director**

Appointment of Mrs. J. Rathna Jayasheela (DIN: 07383160) as Independent Director of the Company for a term of five consecutive years commencing with effect from March 26, 2025 up to March 25, 2030. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors ("Board") appointed Mrs. J. Rathna Jayasheela, as Additional Director (Non-Executive, Independent) on March 26, 2025. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, Mrs. J. Rathna Jayasheela will hold office up to the date of ensuing Annual General Meeting ('AGM') and are eligible to be appointed as Directors of the Company. The Company has received necessary disclosures:-

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act.
- (iii) Notice of Interest by Director in form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014 disclosing interest in any contract or arrangement which may be entered into with such bodies corporate or firm.
- (iv) Declaration of independence that they meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and
- (v) a declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

The information under regulation 36(3) of the SEBI (LODR) Regulations, 2015 and the secretarial standards on General Meeting (SS-2) including a brief profile of Mrs. J. Rathna Jayasheela, is annexed herewith. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to appoint her as an Independent Director of the Company.

In the opinion of the Board, Mrs. J. Rathna Jayasheela fulfil the conditions as specified in the Act and SEBI (LODR) Regulations, 2015 for appointment as an Independent Director of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the business hours on all working days up to the date of the AGM.

In compliance with the provisions of Section 149, 152 read with Schedule IV to the Act and applicable SEBI (LODR) Regulations, 2015, the Board hereby recommends the appointment of Mrs. J. Rathna Jayasheela as an Independent Director of the Company for a term of five consecutive years commencing from March 26, 2025 to March 25, 2030.

#### **Item No.- 6. Adoption of Memorandum of Association of the company as per the provisions of the Companies Act, 2013**

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with Companies Act, 2013.

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

The Board recommends the resolutions set out at Item Nos. 5 and 6 for approval of the members of the Company by way of Special Resolution.

#### **Memorandum of interest:**

None of the Directors or Key Managerial Personnel of the Company, including their respective relatives, is in any way, financially or otherwise, concerned or interested in the resolutions set out in Item Nos. 3 to 6 of the accompanying Notice.

**Details of the Directors proposed for appointment/reappointment pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and SS-2 issued by ICSI**

<b>Name &amp; Designation</b>	<b>Mr. R Natarajan Chairman &amp; Managing Director</b>	<b>Mrs. J. Rathna Jayasheela Independent Director</b>
<b>Date of birth</b>	02-06-1952	15-07-1983
<b>Age</b>	73	42
<b>Qualifications</b>	Graduate in Business Administration	BBA and MBA in Finance
<b>Brief Profile</b>	Mr. R Natarajan has been serving the Company since 2014. He has close to four decades of rich experience in Steel Industry.	Ms. J Rathna Jayasheela holds a BBA and an MBA in Finance. She is also a Certified GST Practitioner. With over 15 years of extensive experience in the field of Finance and Taxation.
<b>Expertise in specific functional areas</b>	Administration	Finance and Taxation
<b>Date of appointment on the Board of Directors</b>	13-08-2014	26-03-2025
<b>Date of last reappointment on the Board of Directors</b>	29-06-2022	26-03-2025
<b>No. of Board Meetings attended during the financial year 2024-25</b>	7/7	NA
<b>Terms and conditions of appointment</b>	As approved by the members in the 12 <sup>th</sup> AGM held on June 29, 2022	Appointed for a term of five consecutive years with effect from March 26, 2025, subject to the approval of the shareholders.
<b>List of outside Directorships held</b>	Avanti Metals Private Limited Poleman Steels Private Limited Tamilnadu Enterprises & Investments Private Limited Gita Renewable Energy Limited OPG Renewable Energy Private Limited ASAS Industries Private Limited	Nil
<b>Chairman/Member of the Committees of Board of Directors of the Company</b>	Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee.	Member of Audit Committee and Stakeholders Relationship Committee. Chairman of Nomination and Remuneration Committee
<b>Chairmanship/Membership of the Committees of other Companies in which Directorship is held</b>	Member of Audit Committee and Chairman of Stakeholders' Relationship Committee of Gita Renewable Energy Limited.	Nil
<b>Relationship with other Directors/KMP</b>	Nil	Nil
<b>No. &amp; Percentage of Shares held in the Company</b>	Nil	Nil