



NOTICE

20TH ANNUAL GENERAL MEETING

FOR THE FY 2024-2025

OF

CMM INFRAPROJECTS LIMITED

NOTICE OF 20th ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting (AGM) of the members of CMM Infraprojects Limited will be held on Tuesday, September 30, 2025 at 01:00 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolutions as the Ordinary Resolutions:

"RESOLVED THAT the financial statement of company for the financial year ended March 31, 2025 and the Reports of Board of Directors and Auditors thereon laid before this meeting, be and hereby considered and adopted."

SPECIAL BUSINESS:

2. Appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the amendments notified by the Ministry of Corporate Affairs in December 2024, consent of the Members of the Company be and is hereby accorded for the appointment of **M/s. Dipika Kataria, Practicing Company Secretary (Membership No. F9526, FRN No. F8078)**, as the Secretarial Auditor of the Company for a continuous term of **five (5) financial years commencing from FY 2025-26 up to FY 2029-30**, to conduct the Secretarial Audit of the Company as required under law;

RESOLVED FURTHER THAT the remuneration payable to the Secretarial Auditor be determined by the Board of Directors in consultation with the Audit Committee, from time to time, considering the scope of work and industry standards."

3. Ratification of Remuneration of Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 75000/- (Rupees Seventy Five Thousand Only) Per annum as recommended by the Audit Committee and approved by the Board of Directors, payable to Sudeep Saxena & Associates, Cost Accountant, appointed as the Cost Auditor of the Company for the financial year 2025-26, be and is hereby ratified and confirmed by the Members;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Registered Office:

110-111 DM Tower Lala Banarsilal,
Dawar Marg New Palasia, Khajrana,
Indore, Madhya Pradesh, India, 452016

Place: Indore

Date: 05/09/2025

For CMM Infracore Limited

Tanay Maheshwari
Whole Time Director
DIN: 10851260

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Explanatory Statement") in relation to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice convening this AGM.
2. The Company was under Corporate Insolvency Resolution Process ("CIRP") with effect from December 15, 2022 under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an Order passed by Hon'ble National Company Law Tribunal. Indore Bench ('NCLT) and Mr. Naveen Khandelwal was appointed as an IRP and thereafter Mr. Satyendra Prasad Khorania was appointed as RP (Resolution Professional). The NCLT vide its order dated November 11, 2024 approved the Resolution Plan submitted by M/s. Effulgence Trading and Services Private Limited and Shree Naivedya Fincom Private Limited jointly under Section 31 of the IBC, 2016.
The Resolution Professional did not comply with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the CIRP period and also not hold Annual General Meeting for the Financial Year 2022-23. In view above, Company is now holding Annual General Meeting on September 30, 2025 for FY 2022-23.
3. In pursuance of the General Circulars issued by the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022, Circular No. 02/2024 dated January 13, 2024 and Circular No. 21/2024 dated December 14, 2024, companies have been permitted to hold Annual General Meetings ("AGMs") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue. Accordingly, the **19th Annual General Meeting of the Company** is being convened through VC/OAVM in compliance with the said circulars.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards -1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
5. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the Meeting will be held through VC/OAVM and physical attendance of the Members in any case has been dispensed with, the facility for appointment of proxies by the Members will not be available for the said Meeting and hence Proxy Form, Attendance Slip and route map of AGM is not annexed to this Notice.

6. In compliance with the Circulars, the Annual Report for FY 2023-24, the Notice of the 19th AGM and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company. Those Shareholders holding shares in demat form and whose email IDs are not registered can get their e-mail ID's registered by contacting their respective Depository Participant.
7. In line with MCA and SEBI Circular, the Notice convening the 19th AGM, which is a part of Annual Report for the FY 2023-24 and has been uploaded on the website. The said documents can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com. The Notice of 19th AGM is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evoting.nsdl.com.
8. Pursuant to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
10. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a certified true copy of the Board Resolution or Power of Attorney (in PDF/JPG format), authorizing their representative to attend and vote on their behalf at the meeting. The said Resolution/ Authorization should be sent to the Scrutinizer by email to fcsrajeevjain@gmail.com with a copy marked to cmm.secretarial@gmail.com and evoting@nsdl.co.in.
11. 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 the following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under note no. 22.
12. The Company has availed the services of National Securities Depositories Limited ("NSDL") for conducting the AGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
13. The register of members and the Share Transfer books of the company will remain closed from Tuesday, 23rd September, 2025 to Monday, 30th September, 2025 (both day inclusive).

14. The Annual Report along with the Notice of AGM will be placed on the Company's website: www.cmminfra.co.in .
15. The Board of Directors of the Company has appointed Mr. Rajeev Kumar Jain, Company Secretary (Membership No. F 7981) as the Scrutinizer for conducting the voting process through electronic means in a fair and transparent manner.
16. The final remote e-voting results of the AGM of the Company shall be declared within 48 hours from the conclusion of the Annual General Meeting. The final results along with the scrutinizers report shall be placed on the Company's website www.cmminfra.co.in immediately after the result is declared by the Chairman.
17. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the Cut-Off Date (record date), being Monday, September 22, 2025, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting").
18. The remote e-voting period commences on Saturday, September 27, 2025 at 09.00 A.M. IST and ends on Monday, the September 29, 2025 at 05:00 P.M. IST. Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
19. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. Only those Members who will be present at the AGM venue and have not yet cast their vote on the resolutions through remote e-voting prior to AGM, shall be eligible to vote through the e-voting system in the AGM.
21. In accordance with the provisions of the Act, read with the Rules made thereunder, MCA Circulars and SEBI Circulars, the Notice of the Annual General Meeting along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Monday, September 22, 2025.
22. Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same upto Saturday, 27th September, 2025 till 5:00 P.M to the Company Secretary at cmm.secretarial@gmail.com or post your query to reach before aforesaid date at the Registered Office address so as the same may be attended appropriately.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

In respect of Item No. 2: Appointment of Secretarial Auditor

The Board of Directors, on the recommendation of the Audit Committee, proposes the appointment of **M/s. Dipika Kataria, Practicing Company Secretary** as the Secretarial Auditor of the Company for a continuous term of five financial years commencing from FY 2025–26 up to FY 2029–30.

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in practice.

The Ministry of Corporate Affairs, through its notification dated December 2024, has provided that the appointment of Secretarial Auditors shall be made at the Annual General Meeting of the company for a term of up to five consecutive financial years, similar to the appointment of Statutory Auditors and Cost Auditors.

M/s. Dipika Kataria has earlier conducted the Secretarial Audit of the Company for FY 2023–24 and FY 2024–25 and has satisfactorily completed the assignments. Considering her professional expertise, experience, and past performance, the Board recommends her appointment for the proposed term.

None of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested, financially or otherwise, in this resolution.

In respect of Item No. 3: Ratification of Remuneration of Cost Auditor

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Sudeep Saxena & Associates, **Cost Accountant**, as the Cost Auditor of the Company for the financial year 2025-26 to conduct the audit of the cost records of the Company as prescribed under the Companies Act, 2013.

In terms of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 75000/- (Rupees Seventy Five Thousand Only) Per annum payable to the Cost Auditor as approved by the Board of Directors on the recommendation of the Audit Committee is required to be ratified by the shareholders at the general meeting.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in this resolution.

Registered Office:

110-111 DM Tower Lala Banarsilal,
Dawar Marg New Palasia, Khajrana,
Indore, Madhya Pradesh, India, 452016

Place: Indore

Date: 05/09/2025

For CMM Infraprojects Limited

Tanay Maheshwari
Whole Time Director
DIN: 10851260