

CMM INFRAPROJECTS LIMITED

(CIN: L45201MP2006PLC018506)

Regd. Office: 110-111 DM Tower Lala Banarsilal, Dawar Marg, New Palasia,
Khajrana, Indore (M.P.)-452016

Contact: 0731-4002060,+917470332276;

Fax: NA

Email: cmm.secretarial@gmail.com ; **Website:** www.cmminfra.co.in



March 24, 2025

To
The Manager - Compliance Department
National Stock Exchange of India Limited
'Exchange Plaza' Bandra Kurla Complex
Bandra (East) Mumbai 400051
NSE Symbol: CMMIPL

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot ('Notice') of CMM Infraprojects Limited ('the Company') dated March 24, 2025, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations, seeking approval of the Members of the Company to transact the special business as set out hereunder, by way of postal ballot, by voting through electronic means only ('remote e-voting').

Item No.	Resolution for	Type of Resolution
1.	Appointment of Mr. Deoki Nandan Muchhal (DIN: 01548766) as an Independent Director of the Company.	Special
2.	Appointment of Ms. Yashaswi Jharbade (DIN: 10844220) as an Independent Director of the Company.	Special
3.	Appointment of Mr. Tanay Maheshwari (DIN: 10851260) as a Whole-time Director designated as an Executive Director	Special
4.	Appointment of Mrs. Shobha Lohia (DIN: 10850211) as Non-executive Woman Director of the Company.	Ordinary
5.	Appointment of Mr. Gouri Shankar Lohia (DIN: 10850207) as an Executive Director of the Company.	Ordinary

In compliance with the MCA Circulars, this Notice is being sent by CMM Infraprojects Limited ('the Company' / 'CMM') through electronic mode alone to those Members whose email addresses are registered with the Company/ the Company's Registrar and Transfer Agent – Link Intime India Private Limited ('RTA')/Depositories, as on **Friday, March 14, 2025 ('Cut-Off date')**. The Company has made arrangements with the RTA for Members to register their email address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in the Notes to this Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-voting system. **The remote e-voting shall commence on Tuesday, March 25, 2025 at 9:00 a.m. (IST) and shall end on Thursday, April 24, 2025 at 5:00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. The instructions for remote e-voting are provided in the Notes to Notice.

Members whose email addresses are not registered with the Company / Depository Participants, to receive the Notice, may register their email address with the RTA on or before **5:00 p.m. (IST) on 19th April, 2025**. The process for registration of email address is also provided in the enclosed Notice.

The said Notice is also being made available on the website of the Company at www.cmminfra.co.in and on the website of NSDL at www.evoting.nsdl.com.

The above is for your information and record.

Yours Sincerely,

FOR CMM INFRAPROJECTS LIMITED

MONIK
A
Digitally signed
by MONIKA
Date: 2025.03.24
19:17:07 +05'30'
CS Monika Budhani
Company Secretary
ACS NO-A55977



CMM INFRAPROJECTS LIMITED

(CIN: L45201MP2006PLC018506)

Regd. Office: 110-111 DM Tower Lala Banarsilal, Dawar Marg, New Palasia, Khajrana, Indore (M.P.)-452016

Contact: 0731-4002060,+917470332276;

Fax: NA

Email: cmm.secretarial@gmail.com ; Website: www.cmminfra.co.in



CMM INFRAPROJECTS LIMITED
INDIA

Date: 24.03.2025

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given that pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of the company to transact the Business as set out below and as contained in the Postal Ballot Notice dated Monday, the 24th March, 2025 by passing the said resolutions through Postal Ballot, only by way of remote e-voting process. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The Postal Ballot Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Company's Registrar and Share Transfer Agents "**LINK INTIME INDIA PRIVATE LIMITED**" or who will register their e-mail address with Link Intime India Private Limited (RTA), on or before 5:00 p.m. (IST) on 19th April, 2025. The Company has made arrangements with the RTA for Members to register their email address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in the Notes to this Notice.

In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-Voting on the 5 (Five) placed by the Company on e-Voting system.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	Tuesday, March 25, 2025 at 9:00 a.m. (IST)
End of e-Voting	Thursday, April 24, 2025 at 5:00 p.m. (IST)

Cut-Off date: Friday, March 14, 2025.

Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 05:00 p.m. (IST) on 24.04.2025. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. 14.03.2025, shall cast their vote electronically. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-Voting are detailed in the Notes forming part of the attached Notice as Annexure-1 and Annexure-2.

Further, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members, to enable them cast their vote on the Resolutions electronically. The communication of the assent or dissent of the Members on the Resolution will take place through the remote e-voting system only. The instructions for remote e-voting are provided in the Notes to this Notice.

The Board of Directors of the Company ('Board') has appointed Mr. Rajeev Kumar Jain, a Practicing Company Secretary (Membership No.: F-7981; CP No. 15783), to act as the Scrutinizer, for conducting the Postal Ballot process, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairperson of the meeting of the Company or any person authorized by him. The Scrutinizer's decision on the validity of votes cast in the Postal Ballot shall be final.

The results of e-voting will be announced on or before Saturday, April 26, 2025, and will be displayed on the Company's website at <https://cmminfra.co.in>, the website of NSDL at www.evoting.nsdl.com and the website of Link Intime India Private Limited ('RTA') at www.linkintime.co.in. The results will simultaneously be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. The National Stock Exchange of India Limited ('NSE') on their websites www.nseindia.com and will also be displayed on the Notice Board at the registered office of the Company.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request at evoting@nsdl.com.

Assuring you of our best services.

For CMM INFRAPROJECTS LIMITED

CS Monika Budhani
Company Secretary
ACS NO-A55977



SPECIAL BUSINESS:

1. Appointment of Mr. Deoki Nandan Muchhal (DIN: 01548766) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Deoki Nandan Muchhal (DIN: 01548766) who was appointed as an Additional Director of the company from 10/12/2024, and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of appointment i.e., upto December 09, 2029, hereby approved;

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

2. Appointment of Ms. Yashaswi Jharbade (DIN: 10844220) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Yashaswi Jharbade (DIN: 10844220) who was appointed as an Additional Director of the company from 10/12/2024, and pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of appointment i.e. upto December 09, 2029, hereby approved;

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

3. Appointment of Mr. Tanay Maheshwari (DIN: 10851260) as a Whole-time Director designated as an Executive Director.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to approval of the members in the ensuing General Meeting/Postal Ballot, consent of the Board of Directors be and is hereby accorded to appoint Mr. Tanay Maheshwari (DIN: 10851260) who was appointed as Additional Director with effect from 06/12/2024, as a Whole-time Director, designated as an Executive Director, for a period of 3 (three) years, with effect from March 22, 2025, at a consolidated remuneration of Rs. 9,00,000 per annum subject to revision by the Board from time to time and on the terms and conditions as may be decided by the Board;

RESOLVED FURTHER THAT Mr. Tanay Maheshwari (DIN: 10851260), the Whole Time Director shall discharge his duties, functions and works as may be assigned to him by the Board from time to time and under supervision and

control of the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Appointment of Mrs. Shobha Lohia (DIN: 10850211) as Non-executive Woman Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, Mrs. Shobha Lohia (DIN: 10850211) who was appointed as an Additional Director (Executive, Non-Independent) of the Company with effect from 06/12/2024 by the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Woman Director of the Company, liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution."

5. **Appointment of Mr. Gouri Shankar Lohia (DIN: 10850207) as an Executive Director of the Company.**

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

"RESOLVED THAT the Board of Directors of the Company and pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, Mr. Gouri Shankar Lohia (DIN: 10850207) who was appointed as an Additional Director (Executive, Non-Independent) of the Company with effect from 06/12/2024 by the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a the Executive Director of the Company, liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution."

By Order of the Board of Directors

MONIKA BUDHANI
Company Secretary
ACS No. : A55977
Indore, Madhya Pradesh,
Date: March 24, 2025



NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts relating to the aforesaid Resolutions and the relevant details of the Directors seeking appointment as required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA')/Depositories as on Friday, March 14, 2025 ('Cut-Off date') and whose email addresses are registered with the Company/RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. 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.
3. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://cmminfra.co.in> and NSE at www.nseindia.com.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of NSDL to provide remote e-voting facility to its Members, to enable them to cast their vote on the aforesaid Resolutions electronically. Please refer the instructions for remote e-voting given at **Annexure-2** to this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their vote through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the Resolutions in accordance with the process specified in this Notice.

6. The remote e-voting shall commence on **Tuesday, March 25, 2025 at 9:00 a.m. (IST) and shall end on Thursday, April 24, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on the Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Process for Registration of email addresses:

8.1. Registration of email address with RTA for receiving Notice and to cast vote electronically:

To facilitate the Members receive this Notice electronically, the Company has made special arrangements with Link Intime India Private Limited – the Company's Registrar and Share Transfer Agent ('RTA') for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast vote electronically. Eligible Members whose email addresses are not registered with the Company/Depository Participants ('DPs') are required to provide the same to RTA on or before 5.00 p.m. IST on Thursday, April 17, 2025.

8.2. Process to be followed for registration of email address (for shares held in physical form or in electronic form):

- a. Visit the link https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html
- b. Select the Name of the Company from dropdown: CMM Infraprojects Limited
- c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and E-mail ID. Shareholders holding shares in physical form are required to additionally enter one of their share certificate numbers.
- d. System will send OTP on mobile number and email ID.
- e. Enter OTP received on mobile number and email ID.
- f. The system will then confirm the email address for the limited purpose of service of Postal Ballot Notice.

The above system also provides a facility to the Members holding shares in physical form to upload a self- attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by Securities and Exchange Board of India ('SEBI').

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. In case of any queries, Members may write to evoting@nsdl.com.

However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

9. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of the duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at fesrajeevjain@gmail.com with a copy marked to evoting@nsdl.com.
10. The Resolutions, if passed with requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., **Thursday, April 24, 2025** and as if they have been passed at a general meeting of the Members.
11. Relevant documents referred to in the Notice shall be made available for inspection electronically to the Members in accordance with the applicable statutory requirements based on the requests received at cmm.secretarial@gmail.com mentioning their name, Folio No./ DP ID and Client ID, during the remote e-voting period.

By Order of the Board of Directors

MONIKA BUDHANI
Company Secretary
ACS No. : A55977
Indore, Madhya Pradesh,
Date: March 25, 2025



EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Statement sets out the material facts relating to the Special Business mentioned under Item Nos. 1 to 5 of the accompanying Notice.

Item No. 1: Appointment of Mr. Deoki Nandan Muchhal (DIN: 01548766) as an Independent Director of the Company.

In accordance with the provisions of Sections 149, 152 read with Schedule IV to the Act, the appointment of an Independent Director requires approval of the members. The Monitoring Committee of Creditors constituted under IBC, 2016 appointed Mr. Deoki Nandan Muchhal (DIN: 01548766) who was appointed as an Additional (Non-Executive Independent) Director of the Company w.e.f. December 10, 2024, proposed to appoint as Independent Director of the Company for a period of five years i.e. upto December 09, 2029 subject to approval of the Members.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Deoki Nandan Muchhal for the office of Director of the Company. Mr. Deoki Nandan Muchhal has given his consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a declaration from Mr. Deoki Nandan Muchhal that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Deoki Nandan Muchhal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Deoki Nandan Muchhal is independent of the management and possesses appropriate skills, experience and knowledge.

A brief profile of Mr. Deoki Nandan Muchhal and disclosures required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided in Annexure-1 to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint him on the Board of the Company and accordingly the Board recommends appointment of Mr. Deoki Nandan Muchhal as an Independent Director as proposed in the Resolution set out at Item No. 1, for approval by the Members, by way of the Special Resolution.

Except for Mr. Deoki Nandan Muchhal and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 2: Appointment of Ms. Yashaswi Jharbade (DIN: 10844220) as an Independent Director of the Company.

In accordance with the provisions of Sections 149, 152 read with Schedule IV to the Act, the appointment of an Independent Director requires approval of the members. The Monitoring Committee of Creditors constituted under the provisions of IBC, 2016, appointed Ms. Yashaswi Jharbade (DIN: 10844220) who was appointed as an Additional (Non-Executive Independent) Director of the Company w.e.f. December 10, 2024, proposed to appoint as Independent Director of the Company for a period of five years i.e. upto December 09, 2029 subject to approval of the Members.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Yashaswi Jharbade for the office of Director of the Company. Ms. Yashaswi Jharbade has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a declaration from Ms. Yashaswi Jharbade that she meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Yashaswi Jharbade fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Yashaswi Jharbade is independent of the management and possesses appropriate skills, experience and knowledge.

A brief profile of Ms. Yashaswi Jharbade and disclosures required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided in Annexure-1 to this Notice.

Given her experience, the Board considers it desirable and in the interest of the Company to appoint her on the Board of the Company and accordingly the Board recommends appointment of Ms. Yashaswi Jharbade as an Independent Director as proposed in the Resolution set out at Item No. 2, for approval by the Members, by way of the Special Resolution.

Except for Ms. Yashaswi Jharbade and/or her relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 3: Appointment of Mr. Tanay Maheshwari (DIN: 10851260) as a Whole-time Director designated as an Executive Director.

The Monitoring Committee of the Creditors constituted under the provisions of the IBC, 2016 had appointed Mr. Tanay Maheshwari (DIN: 10851260) as an Additional Director (Executive Non-Independent) of the Company w.e.f. December 06, 2024, proposed to appoint as the Whole-time Director designated as an Executive Director, for a period of period of 3 (Three) years, with effect from March, 22, 2025 subject to approval of the Members of the Company.

Mr. Tanay Maheshwari has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Tanay Maheshwari is commensurate with the industry and size of the Company. Mr. Tanay Maheshwari has no pecuniary relationship directly or indirectly with the Company.

The Board of Directors is of the opinion that the remuneration of Rs 9,00,000 PA (Rupees Nine Lakh only) being paid / payable to Mr. Tanay Maheshwari, as Whole Time Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company.

A brief profile of Mr. Tanay Maheshwari and disclosures required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided in Annexure-1 to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint him on the Board of the Company and accordingly the Board recommends appointment of Mr. Tanay Maheshwari as an Whole-time Director as proposed in the Resolution set out at Item No. 3, for approval by the Members, by way of the Special Resolution.

Except for Mr. Tanay Maheshwari and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4: Appointment of Mrs. Shobha Lohia (DIN: 10850211) as Non-executive Woman Director of the Company.

The Monitoring Committee of the Creditors constituted under the provisions of the IBC, 2016 had appointed Mrs. Shobha Lohia (DIN: 10850211) who has been appointed as an Additional (Non- Executive Non-Independent) Director of the Company w.e.f. December 06, 2024, proposed to appoint as Non-executive Woman Director of the Company subject to approval of the Members.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Mrs. Shobha Lohia (DIN: 10850211) is subject to approval by the shareholders of the Company within a time period of three months from the date of appointment. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has, in terms of Section 160 of the Companies Act 2013, received a notice in writing from a Member proposing her candidature for the office of Non-executive Woman Director and such appointment shall be liable to retirement by rotation.

Mrs. Shobha Lohia has provided her declaration to the Board that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies and is eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has also given her consent to act as a Non-executive Woman Director for the Company.

A brief profile of Mrs. Shobha Lohia and disclosures required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided in Annexure-I to this Notice.

Given her experience, the Board considers it desirable and in the interest of the Company to appoint her on the Board of the Company and accordingly the Board recommends appointment of Mrs. Shobha Lohia as a Non-Executive Woman Director as proposed in the Resolution set out at Item No. 4, for approval by the Members, by way of an Ordinary Resolution.

Except for Mrs. Shobha Lohia and/or her relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5: Appointment of Mr. Gouri Shankar Lohia (DIN: 10850207) as an Executive Director of the Company.

The Monitoring Committee of the Creditors constituted under the provisions of the IBC, 2016 had appointed Mr. Gouri Shankar Lohia (DIN: 10850207) as an Additional Director (Executive Non-Independent) of the Company w.e.f. December 06, 2024, proposed to appoint as the Director (Executive) of the company, subject to approval of the Members of the Company.

Pursuant to Section 161(1) of the Companies Act 2013, he holds the office upto General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of them for Directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR 2, declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution. Hence, the proposed resolution is recommended for the consideration and approval of the Members of the Company.

A brief profile of Mr. Gouri Shankar Lohia and disclosures required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided in Annexure-I to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint him on the Board of the Company and accordingly the Board recommends appointment of Mr. Gouri Shankar Lohia as a Director (Executive) as proposed in the Resolution set out at Item No. 5, for approval by the Members, by way of the Ordinary Resolution.

Except for Mr. Gouri Shankar Lohia and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors

MONIKA BUDHANI
Company Secretary
ACS No. : A55977
Indore, Madhya Pradesh,
Date: March 24, 2025



ANNEXURE-1

Details pursuant to regulation 36 of the Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015 and the Secretarial Standard on general meetings:

Details	Mr. Deoki Nandan Muchhal	Ms. Yashaswi harbade	Mr. Tanay Maheshwari
Director Identification Number (DIN)	01548766	10844220	10851260
Date of Birth / Age	04/09/1974 - 51 years	04/12/1999 - 25 years	19/02/1998- 27 Years
Date of first appointment on the Board	December 10, 2024	December 10, 2024	December 06, 2024
Education Qualification	Chartered Accountant	Company Secretary	MBA
Experience (including expertise in specific functional areas)/ Brief Resume	Seasoned strategist and advisor, specializing in guiding organizations through holistic and sustainable transformation and reinvention. He has held pivotal roles as Managing Director and Chief Financial Officer and has served on corporate Board.	Company Secretary since 2 years	4 years as an Area Sales Manager in ICICI Bank. Experience in the field of Accountancy and Audit.
Directorship held in other Companies (including other listed companies but excluding foreign companies)	1	1	NIL
Membership/ Chairpersonship of Committees across Companies (including listed companies but excluding Foreign Companies)	Nil.	Nil.	Nil.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.	Not related to any Director/Key Managerial Personnel of the Company.	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	Nil.	Nil.	Nil.
No. of board meetings attended during FY 24-25	1:1	1:1	1:1
Terms and Conditions of appointment	As per the Special Resolution set forth at Item No. 1 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No. 2 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No. 3 of this Notice, read with the Explanatory Statement thereto.
Name of the listed entities from which the person has resigned in the past three years	Nil.	Nil.	Nil.
Remuneration last drawn & sought to be paid	He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.	He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.	December: 75000 PM 9,00,000 PA

Details	Mrs. Shobha Lohia	Mr. Gouri Shankar Lohia
Director Identification Number (DIN)	10850211	10850207
Date of Birth / Age	25/08/1983- 41 years	17/11/1966- 58 years
Date of first appointment on the Board	December 06, 2024	December 06, 2024
Education Qualification	Graduate/Post Graduate	Graduate/Post Graduate
Experience (including expertise in specific functional areas)/ Brief Resume	She has vast experience of more than 7 years in the business of furniture industry including experience in the area of account, finance and marketing etc.	He has vast experience of more than 30 years in the business of Furniture Industries including experience in the area of account, finance and marketing etc..
Directorship held in other Companies (including other listed companies but excluding foreign companies)	Nil.	Nil.
Membership/ Chairpersonship of Committees across Companies (including listed companies but excluding Foreign Companies)	Nil.	Nil.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	Nil.	Nil.
No. of board meetings attended during FY 24-25	1:1	1:1
Terms and Conditions of appointment	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No. 5 of this Notice, read with the Explanatory Statement thereto.
Name of the listed entities from which the person has resigned in the past three years	Nil.	Nil.
Remuneration last drawn & sought to be paid	She will be eligible for payment of sitting fees as payable to other Non-executive directors of the Company as per the Remuneration Policy of the Company.	He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

ANNEXURE-2

INSTRUCTIONS FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. - If you are 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 - 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play 

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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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) 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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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 fcsrajeevjain@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Shubham Manethiya at 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 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), AADHAR (self attested scanned copy of Aadhar Card) by email to cmm.secretarial@gmail.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), AADHAR (self attested scanned copy of Aadhar Card) to cmm.secretarial@gmail.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.**