CHARMS INDUSTRIES LIMITED

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

Date: September 07, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Scrip Code: 531327

Sub.: Submission of Annual Report for FY 2025-26 along with Notice of 34th Annual General Meeting pursuant to Regulations 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 34(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of **Charms Industries Limited** for the Financial Year 2025-26, including the Notice convening the 34th Annual General Meeting ("AGM") of the Members of the Company.

The 34th AGM of the Company is scheduled to be held on Wednesday, September 30, 2026 at 1:30 P.M at the Registered Office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad – 380009, Gujarat.

The Company will be providing remote e-voting facility to the Members from Sunday, September 27, 2026 at 9:00 a.m. to Tuesday, September 29, 2026 at 5:00 p.m. The cut-off date for determining the eligibility of Members to exercise their voting rights through remote e-voting and voting at the AGM is Wednesday, September 23, 2026.

The Company has commenced the process of dispatch of the Notice of the 34th AGM along with the Annual Report for FY 2025-26 to the Members in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Annual Report, including the Notice of the AGM, is also available on the website of the Company at www.charmsindustries.co.in

Kindly take the same on your record.

Thanking you,

For Charms Industries Limited

SHIVKUMAR RAGHUNANDAN CHAUHAN
Digitally signed by SHIVKUMAR RAGHUNANDAN CHAUHAN
Date: 2026.09.07 19:14:14 +05'30'

Mr. Shivkumar Raghunandan Chauhan
Managing Director
DIN: 00841729

Encl.: Annual Report for FY 2025-26 including Notice of 34th AGM

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting ("AGM") of the Members of Charms Industries Limited will be held on Wednesday, September 30, 2026 at 01:30 P.M. (IST) at the Registered Office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad – 380009, Gujarat, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Parth Shivkumar Chauhan (DIN: 07571829), who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company.

SPECIAL BUSINESS

3. Appointment of M/s Nisarg Sharma & Associates, Company Secretaries, as Secretarial Auditor of the Company

To consider and, if thought fit, to pass 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 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the appointment approved and recommended by the Board of Directors of the Company at its meeting held on September 2, 2026, approval of the Members be and is hereby accorded to the appointment of M/s Nisarg Sharma & Associates, Company Secretaries, a Peer Reviewed Firm holding Peer Review Certificate No. 3941/2023, through CS Nisarg Sharma, Proprietor (Membership No. FCS 14061; Certificate of Practice No. 17088), as the Secretarial Auditor of the Company for a period of five consecutive financial years from FY 2026-27 to FY 2030-31, i.e. from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company, to conduct the Secretarial Audit of the Company and issue the Secretarial Audit Report in the prescribed form for the respective financial years, on such remuneration and other terms as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual remuneration payable to the Secretarial Auditor for each financial year during the aforesaid tenure, in consultation with the Secretarial Auditor, subject to a maximum remuneration of ₹2,00,000/- (Rupees Two Lakh only) per financial year, plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit, and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper or expedient for giving effect to this Resolution."

4. Alteration of the object clause and adoption of a new set of Memorandum of Association of the company:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and registrations as may be necessary, consent of the Members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by deleting the existing Object Clause and substituting the same with the revised Clause III comprising Clause III(A) – 'The Objects to be pursued by the Company on its incorporation' and Clause III(B) – 'Matters which are necessary for furtherance of the Objects specified in Clause III(A)'.

RESOLVED FURTHER THAT Clause III(A) of the Memorandum of Association of the Company be substituted with the following:

III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To acquire, purchase, take over, lease, amalgamate with, absorb or otherwise acquire, as a going concern or otherwise, the whole or any part of any business, undertaking, enterprise, assets, properties, rights, licences, permits, contracts, goodwill and liabilities of any individual, firm, limited liability partnership, company, body corporate or other entity engaged in the business of iron and steel, Sponge Iron / Direct Reduced Iron (DRI), steel products, pharmaceuticals, healthcare products, hotels, restaurants, hospitality, real estate, construction, infrastructure development, trading, distribution or allied activities, and to carry on, develop, expand, manage, reorganise or otherwise deal with such business or undertaking so acquired, subject to applicable laws and regulatory approvals.
2. To carry on in India or elsewhere in the world, with or without collaboration, the business as software engineers, software developers, software programmers, software trainers, branding service providers, networking engineers, web designers, web developers, application developers and integrators, software solution providers, computer and information technology service providers, management of bulk data, computer or other management consultancy services, education centres, training centres and call centre services in all their aspects; and to design, develop, apply, interpret, analyse, improve, buy, sell, import, export, lease, hire, license, operate, assemble, repair, recondition, alter, convert, improve, upgrade, install and modify system development and support software of all kinds; to provide ERP solutions, internet-related solutions, e-commerce solutions, internet and connectivity solutions, video conferencing, telecommunication software, satellite communication software, radio communication software, wireless communication software, corporate communication software and hardware, parallel communication software, collection, storage, tabulation, analysis and interpretation of data of all kinds, real-time applications and web applications; to provide high-technology solutions and consultancy services in respect thereof; and to develop, prepare, run, update, invent, analyse, design and improve various programmes and to provide, lease, hire, transfer, buy, sell, import and export such programmes to various kinds of users, whether on BOOM, BOLT or any other basis, and to carry on all services connected therewith.

3. To manufacture, design, develop, sell, provide, equip, supply, import, export, furnish, undertake, install, erect, commission, test and stock computers, communication software, hardware and computer peripherals for commercial applications including accounting, inventory, production planning, management information systems, documentation and allied applications; office automation applications, scientific applications, engineering applications, technical applications, communications, database publishing, local area networking, wide area networking, computer-aided designing, computer-aided manufacturing, computer-aided engineering, desktop publishing, multimedia, shop-floor computerisation, process control, computerised numerical control systems, graphical animations and animated films; and for use in banking, insurance, transport and other professional applications for storage, retrieval, analysis and reproduction of drawings, photographs, correspondence, records and other data and media, and to undertake all other allied applications and activities for the domestic and export markets.
4. To carry on the business of builders, developers, contractors, colonisers, real estate developers, infrastructure developers, project managers, property developers, estate agents, property consultants and dealers in immovable properties and, for that purpose, to purchase, acquire, take on lease, licence, exchange, assignment or otherwise acquire lands, plots, estates, buildings, structures, development rights, Floor Space Index (FSI), Transferable Development Rights (TDR) and other rights or interests in immovable properties; to enter into development agreements, joint development agreements, collaboration agreements, joint ventures, area-sharing arrangements, revenue-sharing arrangements or other arrangements with landowners, societies, associations, authorities, developers or any other persons; and to develop, construct, reconstruct, renovate, alter, improve, repair, demolish, redevelop, furnish, equip, maintain, manage, operate, sell, transfer, lease, licence or otherwise deal in residential, commercial, industrial or mixed-use buildings, housing projects, apartments, offices, shops, shopping centres, malls, warehouses, godowns, factories, industrial estates, business parks, hotels, resorts, restaurants, farm houses, townships, plotted developments and other immovable properties and projects and to undertake land acquisition, land development, site development, infrastructure development and all activities incidental or ancillary thereto, subject to applicable laws.
5. To carry on in India or elsewhere the business of traders, dealers, distributors, wholesalers, retailers, stockists, suppliers, commission agents, representatives, importers, exporters, consignors and consignees in all types of goods, commodities, products, materials and merchandise, including agricultural and horticultural products, industrial products, consumer products, consumer durables, building and construction materials, engineering goods, chemicals, petrochemicals, rubber, plastics, polymers, textiles and allied products; and to buy, sell, trade, import, export, supply, distribute, stock and otherwise deal in iron, steel, Sponge Iron / Direct Reduced Iron (DRI), steel billets, ingots, rods, bars, sheets, coils, pipes, tubes, structural steel, ferrous and non-ferrous metals, metal products and allied materials and, subject to obtaining all licences and approvals as may be required under applicable laws, pharmaceuticals, drugs, medicines, pharmaceutical formulations, healthcare products, medical and surgical products, medical devices, chemicals and allied products.

RESOLVED FURTHER THAT Clause III(B) – 'Matters which are necessary for furtherance of the Objects specified in Clause III(A)', comprising the clauses contained in the proposed new set of Memorandum of Association placed before the Meeting, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the new set of Memorandum of Association of the Company, incorporating the aforesaid revised Object Clause, the provisions relating to matters necessary for furtherance of the Objects and the Capital Clause reflecting the capital structure of the Company consequent upon the Scheme for Reduction of Share Capital sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, as placed before the Meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution for and to the entire exclusion of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to make such modifications, alterations, corrections or amendments in the aforesaid Memorandum of Association as may be required by the Registrar of Companies, Ministry of Corporate Affairs or any other statutory or regulatory authority, provided that such modifications do not materially alter the substance of the approval granted by the Members, and to sign, execute and file all necessary forms, applications, declarations, documents and writings and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for giving effect to this Resolution."

5. Adoption of a new set of Articles of Association of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the new set of Articles of Association of the Company, as placed before the Meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, proper or expedient for giving effect to this Resolution."

By Order of the Board of Directors
For Charms Industries Limited

Mr. Shivkumar Raghunandan Chauhan
Managing Director
DIN: 00841729

Date: September 02, 2026
Place: Ahmedabad

NOTES:

1. The 34th Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 30, 2026 at 1:30 P.M. (IST) at the Registered Office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad – 380009, Gujarat.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be valid and effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. A proxy shall not have the right to speak at the Meeting and shall not be entitled to vote except on a poll.
3. A person may act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other Member.
4. Members/Proxies are requested to bring the duly filled and signed Attendance Slip enclosed with this Notice for admission to the venue of the AGM.
5. For the convenience of the Members, a Route Map showing the venue of the AGM is annexed to this Notice.
6. Corporate Members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution/Authority authorising such representative to attend and vote on their behalf.
7. Members holding shares in physical form in multiple folios in identical names or in the same order of joint names are requested to contact the Company's Registrar and Share Transfer Agent ("RTA"), Bigshare Services Private Limited, for consolidation of such holdings into a single folio, subject to compliance with the applicable requirements.
8. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business under Item Nos. 3 to 5 of the Notice, is annexed hereto.
9. The cut-off date for determining the entitlement of Members to exercise voting rights through remote e-voting and voting at the AGM shall be Wednesday, September 23, 2026. The remote e-voting period shall commence on Sunday, September 27, 2026 at 9:00 A.M. (IST) and shall end on Tuesday, September 29, 2026 at 5:00 P.M. (IST). The remote e-voting facility shall be disabled by CDSL thereafter.
10. In accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Parth Shivkumar Chauhan (DIN: 07571829) retires by rotation at the ensuing AGM and, being eligible, has offered himself for re-appointment.
11. The particulars of Mr. Parth Shivkumar Chauhan, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2), are annexed to this Notice.
12. Relevant documents referred to in the accompanying Notice and Explanatory Statement, including the proposed new sets of Memorandum of Association and Articles of Association of the Company, shall be available for inspection by the Members, without payment of any fee, at the Registered Office of the Company during business hours on all working days up to the date of the AGM and shall also be available for inspection at the AGM.
13. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, e-mail address, mobile number or other particulars to their respective Depository Participant(s). Members holding shares in physical form are requested to intimate such changes to the Company's RTA in the manner prescribed by SEBI.

14. Members may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may submit the prescribed nomination form to the Company/RTA, while Members holding shares in dematerialised form may contact their respective Depository Participant(s).
15. The Company has appointed Bigshare Services Private Limited, Office No. 303, Sun Square Complex, Near Chakradhari Society Bus Stop, Girish Cold Drinks Cross Road, Navrangpura, Ahmedabad - 380009, Gujarat, as its Registrar and Share Transfer Agent for shares held in physical as well as dematerialised form.
16. Members holding securities in physical form are requested to ensure that their PAN, address, bank account details, mobile number, e-mail address, specimen signature and nomination details, as applicable, are duly updated with the RTA in accordance with the applicable SEBI requirements.
17. SEBI has mandated that requests for transfer of securities shall not ordinarily be processed unless the securities are held in dematerialised form, except in cases permitted under the applicable regulatory framework, including transmission and transposition. Members holding shares in physical form are therefore encouraged to dematerialise their holdings.
18. The Notice of the 34th AGM along with the Annual Report for FY 2025-26 is being sent electronically to Members whose e-mail addresses are registered with the Company/RTA/Depositories. Members whose e-mail addresses are not registered shall receive a letter containing the web-link and exact path for accessing the complete Annual Report. A physical copy of the Annual Report shall be provided to any Member upon request. The Notice and Annual Report are also available on the Company's website at www.charmsindustries.co.in and on the website of BSE Limited at www.bseindia.com. The aforesaid communication is being sent based on the Register of Members/List of Beneficial Owners as on Friday, August 28, 2026.
19. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited ("CDSL") for providing the remote e-voting facility. M/s Nisarg Sharma & Associates, Company Secretaries, Ahmedabad, has been appointed as the Scrutinizer to scrutinise the remote e-voting process and voting conducted at the AGM in a fair and transparent manner. Members who have exercised their right to vote through remote e-voting may attend the AGM but shall not be entitled to vote again at the Meeting. Members who have not exercised their voting rights through remote e-voting may exercise their voting rights at the AGM through the facility provided by the Company.

20. **THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER**

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

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

(i) The voting period begins on Sunday, 27 September, 2026 9:00 am and ends Tuesday, 29 September, 2026 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

Individual Shareholders holding securities In demat mode with NSDL Depository	1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IdeAS "Portal or click at https: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and

	generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at :1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at https://www.evoting.nsdl.com/ or call at :022-4886 7000 and 022-2499 7000

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

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log in to the e-voting website https://www.evotingindia.com/.

2) Click on "Shareholders" module.

3) Now enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to https://www.evotingindia.com/ and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <CHARMS INDUSTRIES LIMITED> on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com/ and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. https://evoting.cdslindia.com/Evoting/EvotingLogin.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; charmsltd@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to https://www.evotingindia.com/ContactUs.jsp or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to https://www.evotingindia.com/ContactUs.jsp or call at toll free no. 1800 21 09911

21. Mr. Nisarg Sharma, Practicing Company Secretary Proprietor of M/s. Nisarg Sharma & Associates (Membership No. FCS: 14061; COP No: 17088) has been appointed by the Board of Directors of the Company to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

22. The Scrutinizer shall, after conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit a consolidated report to the Chairman or a person authorised by him within the prescribed period.

23. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website at https://charmsindustries.co.in/ and on the CDSL website https://www.evotingindia.com/ and communicated to the Stock Exchanges.

24. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

By Order of the Board of Directors
For Charms Industries Limited

Mr. Shivkumar Raghunandan Chauhan
Managing Director
DIN: 00841729

Date: September 02, 2026
Place: Ahmedabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned under Item Nos. 3 to 5 of the accompanying Notice.

ITEM NO. 3

APPOINTMENT OF M/S NISARG SHARMA & ASSOCIATES, COMPANY SECRETARIES, AS SECRETARIAL AUDITOR OF THE COMPANY

Pursuant to Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed ompany is required to annex with its Board's Report a Secretarial Audit Report issued by a Company Secretary in Practice in the prescribed form.

M/s Nisarg Sharma & Associates, Company Secretaries, a Peer Reviewed Firm holding Peer Review Certificate No. 3941/2023, through CS Nisarg Sharma, Proprietor (Membership No. FCS 14061; Certificate of Practice No. 17088), is presently acting as the Secretarial Auditor of the Company for the financial year 2025-26.

The Board of Directors of the Company, at its meeting held on September 2, 2026, considering the experience, professional competence, credentials and expertise of M/s Nisarg Sharma & Associates in corporate laws, securities laws, secretarial audit, corporate governance and allied compliance matters, approved and recommended their appointment as Secretarial Auditor of the Company for a period of five consecutive financial years from FY 2026-27 to FY 2030-31, i.e. from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting, subject to approval of the Members.

The Company is presently exempt from the applicability of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") by virtue of the exemption available under Regulation 15(2)(a) thereof. Accordingly, the tenure-based appointment requirement prescribed under Regulation 24A is not mandatorily applicable to the Company at present.

Nevertheless, considering the benefits of continuity in the Secretarial Audit process, consistent understanding of the compliance systems and governance framework of the Company and effective monitoring of statutory and regulatory compliances over successive financial years, the Board considers it appropriate, as a matter of good corporate governance, to seek the approval of the Members for the aforesaid five-year appointment.

M/s Nisarg Sharma & Associates has furnished its consent to act as Secretarial Auditor of the Company and has confirmed that it is eligible for the proposed appointment, that the appointment shall be within the applicable limits prescribed by the Institute of Company Secretaries of India ("ICSI"), and that it satisfies the applicable requirements relating to independence and eligibility.

The proposed remuneration payable to M/s Nisarg Sharma & Associates for conducting the Secretarial Audit for FY 2026-27 shall be up to ₹2,00,000/- (Rupees Two Lakh only), plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit. The remuneration for the subsequent financial years during the proposed tenure shall be determined by the Board of Directors in consultation with the Secretarial Auditor, having regard to the scope and complexity of the assignment and other relevant factors subject to a maximum limit upto ₹2,00,000/- (Rupees Two Lakh only) per Financial year. There is no material change in the proposed remuneration.

The Board is of the opinion that the experience, professional competence and credentials of M/s Nisarg Sharma & Associates are commensurate with the size and requirements of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

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

Sr. No.	Particulars	Details
1.	**Name and Brief Profile of the Secretarial Auditor**	**M/s Nisarg Sharma & Associates, Company Secretaries**, is a Peer Reviewed firm of Practicing Company Secretaries providing professional services in the areas of corporate laws, securities laws, secretarial audit, corporate governance and allied compliance and advisory matters. The Firm holds Peer Review Certificate No. **3941/2023** issued by the Institute of Company Secretaries of India.
2.	**Term of Appointment**	Proposed appointment for a period of **five consecutive financial years from FY 2026-27 to FY 2030-31**, i.e., from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company.
3.	**Proposed Remuneration**	Remuneration not exceeding **₹2,00,000/- (Rupees Two Lakh only) per financial year**, plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit. The actual remuneration for the respective financial years shall be determined by the Board of Directors in consultation with the Secretarial Auditor within the aforesaid maximum limit.
4.	**Basis of Recommendation**	The Board of Directors has recommended the appointment having regard to the experience, professional competence, credentials and expertise of the Firm in corporate laws, securities laws, secretarial audit, corporate governance and

Sr. No.	Particulars	Details
		allied compliance matters and considering the size and requirements of the Company.
5.	**Relationship with Directors / KMP**	None.

ITEM NO. 4

ALTERATION OF THE OBJECT CLAUSE AND ADOPTION OF A NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The existing Memorandum of Association ("MOA") of the Company was originally framed under the provisions of the Companies Act, 1956 and contains the earlier classification of objects into Main Objects, Objects Incidental or Ancillary to the attainment of Main Objects and Other Objects.

Further, the existing Main Objects of the Company include the business of Money Changers, which was historically carried on by the Company pursuant to the relevant authorisation of the Reserve Bank of India. The said Full-Fledged Money Changer ("FFMC") business has since been discontinued following cancellation/non-renewal of the relevant authorisation and, accordingly, the Board considers it appropriate to remove the said activity from the principal Objects of the Company.

The Company is presently evaluating and exploring commercially viable business opportunities across various sectors with a view to broadening its business activities and improving its operational and financial performance. The Board of Directors has therefore considered it desirable to suitably revise and expand the Object Clause of the Company so as to provide the Company adequate flexibility to undertake suitable business opportunities, subject to applicable laws and regulatory approvals.

Accordingly, the proposed new set of MOA provides, inter alia, for acquisition, purchase, takeover, lease, amalgamation or otherwise acquisition of existing businesses and undertakings engaged in iron and steel, Sponge Iron / Direct Reduced Iron (DRI), pharmaceuticals, healthcare, hotels, restaurants, hospitality, real estate, construction, infrastructure development, trading and distribution activities. It also specifically enables the Company to undertake real estate and construction activities including acquisition of land and development rights, entering into development agreements, joint development agreements, collaboration arrangements and development of residential, commercial, industrial, hotel, resort, restaurant and other hospitality projects, as well as trading and dealing in steel, pharmaceutical products, agricultural and horticultural products, industrial products, consumer products, building materials, engineering goods, chemicals, textiles and other goods and commodities.

The existing objects relating to software, information technology, computers, communication software, hardware and allied activities have substantially been retained in the proposed new MOA. The proposed Clause III(B) also sets out the matters which are necessary or incidental for furtherance of the principal Objects of the Company in a manner consistent with the framework of the Companies Act, 2013.

The proposed new MOA also reflects the existing capital structure of the Company consequent upon the Scheme for Reduction of Share Capital sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench. Pursuant to the said Scheme, the face value of the equity shares of the Company was reduced from ₹10/- per equity share to ₹1/- per equity share without reduction in the aggregate Authorised Share Capital of ₹4,50,00,000/-. Accordingly, the Capital Clause of the proposed new MOA states the Authorised Share Capital as ₹4,50,00,000/- divided into 4,50,00,000 Equity Shares of ₹1/- each.

Considering the aforesaid changes and with a view to having a consolidated and updated constitutional document aligned with the Companies Act, 2013, the Board of Directors, at its meeting held on September 2, 2026, approved the proposed alteration of the Object Clause and adoption of a new set of Memorandum of Association of the Company, subject to approval of the Members.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires approval of the Members by way of a Special Resolution and shall take effect upon registration thereof by the Registrar of Companies in accordance with the provisions of the Act.

A copy of the proposed new set of Memorandum of Association shall be available for inspection by the Members, without payment of any fee, at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection at the Meeting.

The Board of Directors considers the proposed alteration and adoption of the new Memorandum of Association to be in the interest of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association ("AOA") of the Company were framed under the provisions of the Companies Act, 1956 and contain references to various provisions and terminology of the erstwhile Act which are no longer relevant under the Companies Act, 2013.

With a view to aligning the AOA with the provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and to suitably update and modernise the provisions thereof, the Board of Directors has considered it desirable to adopt a new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires approval of the Members by way of a Special Resolution.

A copy of the proposed new set of Articles of Association shall be available for inspection by the Members, without payment of any fee, at the Registered Office of the Company during business hours on all working days up to the date of the AGM and shall also be available for inspection at the AGM.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

In respect of Item No. 2 of the Notice

Particulars	Details
Name of Director	Mr. Parth Shivkumar Chauhan
DIN	07571829
Date of Birth / Age	October 25, 1990 / 35 years
Date of first appointment on the Board	September 2, 2016
Qualification	Commerce Graduate
Experience / Nature of expertise in specific functional areas	Approximately 8 years of experience in business administration and management.
Terms and conditions of re-appointment	Re-appointment as Executive Director, liable to retire by rotation. His existing terms and conditions of appointment shall continue, subject to the applicable provisions of the Companies Act, 2013 and approvals, if any.
Number of Board Meetings attended during FY 2025-26	7 out of 7
Directorships held in other companies	Nil
Membership / Chairmanship of Committees of other Boards	Nil
Names of listed entities in which he holds directorship and membership/chairmanship of Committees of the Board	Nil, other than Charms Industries Limited
Names of listed entities from which he has resigned during the preceding three years	Nil
Shareholding in the Company, including beneficial ownership	Nil
Remuneration last drawn during FY 2025-26	Nil.
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Shivkumar Raghunandan Chauhan, Managing Director, and Mrs. Nehalben Shivkumar Chauhan, Non-Executive Director
Brief Resume	Mr. Parth Shivkumar Chauhan is a Commerce Graduate having experience in business administration and management. He has been associated with the Board of the Company since September 2, 2016.

ATTENDANCE SLIP

Charms Industries Limited

Registered office: 108-B/109 Sampada Building Mithakhali Six Roads Opp-Hare Krishna Complex B/H Kiran Motors Ahmedabad Gj 380009 India

CIN: L72900GJ1992PLC017494

Email: charmsltd@yahoo.com Website: charmsindustries.co.in

DPID/ CLIENT ID:

Registered Folio No.:

No of Shares:

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

____

____

____

____

I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Annual General Meeting of the Company being held on Wednesday, September 30, 2026 at 01:30 p.m. at the Registered office of the Company situated at "108- B/109 SAMPADA BUILDINGMITHAKHALI SIX ROADS OPP-HARE KRISHNA COMPLEX B/H KIRAN MOTORS AHMEDABAD GJ 380009 INDIA

____

Signature of Shareholder/ Proxy

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

FORM NO. MGT-11

PROXY FORM

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

CHARMS INDUSTRIES LIMITED

CIN: L72900GJ1992PLC017494

Registered Office: 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad – 380009, Gujarat

E-mail: charmsltd@yahoo.com

Website: www.charmsindustries.co.in

Name of the Member(s): ____

Registered Address: ____

E-mail ID: ____

Folio No. / Client ID: ____

DP ID: ____

I/We, being the Member(s) holding ______________ equity shares of the above-named Company, hereby appoint:

1.

Name: ____

Address: ____

E-mail ID: ____

Signature: ____________________________

or failing him/her

2.

Name: ____

Address: ____

E-mail ID: ____

Signature: ____________________________

or failing him/her

3.

Name: ____

Address: ____

E-mail ID: ____

Signature: ____________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026 at 01:30 P.M. (IST) at the Registered Office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad – 380009, Gujarat, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Particulars	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Parth Shivkumar Chauhan (DIN: 07571829), who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company.		
3	Appointment of M/s Nisarg Sharma & Associates, Company Secretaries, as Secretarial Auditor of the Company.		
4	Alteration Of The Object Clause And Adoption Of A New Set Of Memorandum Of Association Of The Company.		
5	Adoption of a new set of Articles of Association of the Company.		

Signed this _______day of ___________________, 2026.
Affix Revenue Stamp

Signature of Member(s): _______________________________

Signature of Proxy Holder(s): _________________________

NOTES:

1. This Proxy Form, in order to be effective, must be duly completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. The Proxy need not be a Member of the Company.
2. A person may act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other Member.
3. Please put a "√" in the appropriate column against the resolution concerned. If the "For" or "Against" column is left blank, the Proxy shall be entitled to vote in such manner as he/she considers appropriate.
4. Appointment of a Proxy does not prevent a Member from attending and voting at the Meeting in person if the Member so desires.
5. Please complete all particulars in the Proxy Form before submission.

ROUTE MAP TO THE VENUE OF THE 34TH ANNUAL GENERAL MEETING

CHARMS INDUSTRIES LIMITED

Venue / Registered Office:
108-B/109, Sampada Building,
Mithakhali Six Roads,

Opposite Hare Krishna Complex,
Behind Kiran Motors,
Ahmedabad – 380009, Gujarat.

Date: Wednesday, September 30, 2026
Time: 1:30 P.M. (IST)