

CHANDRIMA MERCANTILES LIMITED

(CIN: L51909GJ1982PLC086535)

Reg off: F-806, Titanium City Center, Anandnagar Road, Satellite,
Jodhpur Char Rasta, Ahmedabad, Gujarat, India – 380 015

Email Id: chandrimamercantile@gmail.com Website: www.chandrimamercantiles.co.in

Date: 4th July, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

Dear Sir / Ma'am,

Sub: Notice of Extra-Ordinary General Meeting (“EGM”)

We hereby inform you that the Board of Directors of the Company has decided to call Extra-Ordinary General Meeting of the Company to be held on Saturday, 26th July, 2025 at 03:00 P.M. through VC/ OAVM.

Notice of Extra-Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set 19th July, 2025 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in Extra-Ordinary General Meeting for remote E-voting. The remote e-voting period begins on 23rd July, 2025 at 9:00 A.M. and ends on 25th July, 2025 at 5:00 P.M.

Kindly take the same on your record and oblige us.

Thanking You.

For, Chandrima Mercantiles Limited

Dinesh Hareshbhai Gohel
Managing Director
DIN:11061856

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Shareholders of "**Chandrima Mercantiles Limited**" (the "Company") will be held on **Saturday, 26th July, 2025 at 03:00 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following **Special Businesses**:

SPECIAL BUSINESS:

1. Appointment of Mr. Dinesh Hareshbhai Gohel (DIN: 11061856) as a Managing Director of the Company:

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

"RESOLVED THAT, pursuant to the provisions of Sections 152, 196, 197, 198, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to appoint Mr. Dinesh Hareshbhai Gohel (DIN: 11061856) as a Managing Director of the Company, whose office will be liable to retire by rotation, for a period of 5 years w.e.f. 21st April, 2025 to 20th April, 2030 and to fix remuneration payable to him as per terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of remuneration as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Dinesh Hareshbhai Gohel (DIN: 11061856)."

"RESOLVED FURTHER THAT, the Board of Directors of the Company may pay the remuneration to Mr. Dinesh Hareshbhai Gohel (DIN: 11061856), Managing Director, whether by way of Salary, Commission, Perquisites and/ or any combination of the same as mutually agreed by the Board and Mr. Dinesh Hareshbhai Gohel."

"RESOLVED FURTHER THAT, the Board of the Company be and is hereby authorized to vary and/ or modify the terms and conditions of the appointment including remuneration payable to the said Managing Director in such manner as may be mutually agreed between the Board or its Committee and Mr. Dinesh Hareshbhai Gohel (DIN: 11061856) within the limits as prescribed in Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof."

"RESOLVED FURTHER THAT, in the event of loss or inadequacy of profits in any financial year Mr. Dinesh Hareshbhai Gohel (DIN: 11061856) shall be paid salary, perquisites and other allowances as set out in explanatory statement as the minimum remuneration, subject to ceiling as specified in Section 197 read Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members."

2. Change in Designation of Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) From Executive Director to Non-executive and Non-Independent Director & Chairman of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, and on request of Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) and pursuant to approval of Board of Directors of the Company, the Consent of the Members be and is hereby accorded to the change in designation of Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) from Executive Director to Non-Executive and Non-Independent & chairman of the Company, liable to retire by rotation, effective from 4th July, 2025 on such terms and conditions as per decided by the board of directors of the Company.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

3. Adoption of new set of Memorandum of Association (“MOA”) of the Company:

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

“RESOLVED THAT, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Memorandum of Association of the Company be substituted with the new Memorandum of Association to make them in line with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

4. Approval of Sub-division of Equity shares of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Section 61 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded for Sub-division of 1 (One) Equity share of the Company having face value of Rs. 10.00/- (Rupees Ten Only) each into 10 (Ten) Equity shares having face value of Re. 1.00/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT, pursuant to the sub-division of Equity shares of the Company from face value of Rs. 10.00/- (Rupees Ten Only) each to face value of Re. 1.00/- (Rupee One Only) each, the existing Authorised and Paid-up Equity Share Capital of the Company as on record date as may be decided by the

Board (which shall include any Committee thereof) shall stand sub-divided as given below:

Particulars	Pre-sub division of Equity Shares			Post-sub division of Equity Shares		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	2,22,50,000	10.00/-	22,25,00,000/-	22,25,00,000	1.00/-	22,25,00,000/-
Issued, Subscribed and Paid-up share capital	2,22,11,300	10.00/-	22,21,13,000/-	22,21,13,000	1.00/-	22,21,13,000/-

“RESOLVED FURTHER THAT, pursuant to the sub-division of the face value of Equity Shares as mentioned above the existing share certificate(s) in relation to the existing issued Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each held in the physical form shall be deemed to have been automatically cancelled with effect from the record date to be fixed by the Board, and the board be and is hereby authorised without requiring to surrender the existing issued share certificate(s) by the Members to issue new share certificate in lieu of the existing share certificate(s) with regard to the sub-divided shares and in case of Equity shares held in the dematerialized form, the number of sub-divided Equity shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of existing credits in their beneficiary accounts representing the Equity shares of the Company before sub-division.”

“RESOLVED FURTHER THAT, the Board of Directors and/ or Company Secretary of the Company be and are hereby authorised to take all such steps as may be required to obtain approvals in relation to above and do all such further acts, deeds or things as may be required to give effect to the sub-division of Equity shares of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company and/ or Company Secretary be and are hereby severally authorised to (a) delegate execution and filing of necessary applications, declarations and other documents with Stock Exchanges, Depositories, Depository Participants, Registrar & Transfer Agent and/ or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the shares as aforesaid or for any matter connected herewith or incidental thereto and (d) do all such acts, deeds, things, including all the matters incidental thereto in order to implement the foregoing resolution.”

5. Approval of alteration in Clause V i.e. Capital clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and upon sub-division of Equity Shares, consent of the Members of the Company be and is hereby accorded to alter the Equity Authorised Share Capital of the Company from the existing Rs. 22,25,00,000/- (Rupees Twenty-Two Crores Twenty-Five Lakhs Only) divided into 2,22,50,000 (Two Crores Twenty-Two Lakhs and Fifty Thousand Only) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each to Rs. 22,25,00,000/- (Rupees Twenty-Two Crores Twenty-Five Lakhs Only) divided into 22,25,00,000 (Twenty-Two Crores Twenty-Five Lakhs) Equity shares of Re. 1.00/- (Rupee One Only) each ranking pari passu in all respect with the Existing Equity shares of the Company.”

“RESOLVED FURTHER THAT, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the following new clause:

V. The Authorised Share Capital of the Company is Rs. 22,55,00,000/- (Rupees Twenty-two Crores Fifty-five Lakhs Only) as follows:

- i. Rs. 22,25,00,000/- (Rupees Twenty-Two Crores Twenty-Five Lakhs Only) divided into 22,25,00,000 (Twenty-Two Crores Twenty-Five Lakhs) Equity Shares of Re. 1.00/- each.***
- ii. Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs) Preference Shares of Rs. 10.00/- each.***

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) and/ or Company Secretary of the Company be and are hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

F-806, Titanium City Center, Anandnagar
Road, Satellite, Jodhpur Char Rasta,
Ahmedabad, Gujarat, India – 380 015.

**By the order of the Board of
Chandrima Mercantiles Limited**

Place: Ahmedabad

Date: 4th July, 2025

**Sd/-
Dinesh Hareshbhai Gohel
Managing Director
DIN: 11061856**

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra-Ordinary General Meeting ("EGM") will be held on **Saturday, 26th July, 2025 at 03:00 P.M.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in compliance with the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), other applicable circulars and notifications issued (including any statutory modifications or reenactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Extra-Ordinary General Meeting ("EGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at chandrimamercantile@gmail.com.
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ('RTA') as on Friday, 27th June, 2025 ("Cut-Off Date"). 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 i.e., Saturday, 19th July, 2025.
5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting in electronic form.
6. 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 votes by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/ OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing EGM through VC/ OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/ OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote at the EGM through VC/ OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/ OAVM are requested to Email at chandrimamercantile@gmail.com and/ or at info@accuratesecurities.com, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
9. The Members can join the Extra-Ordinary General Meeting in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.

10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra-Ordinary General Meeting will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at www.chandrimamercantiles.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.
13. Extra-Ordinary General Meeting has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. The Board of Directors has appointed Mr. Jay Pandya (Membership No. A63213, COP No. 24319) Proprietor of M/s. Jay Pandya & Associates, Company Secretary, Ahmedabad, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
16. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. BSE Limited and be made available on their website at www.bseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, 23rd July, 2025, at 9:00 A.M. and ends on Friday, 25th July, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 19th July, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 19th July, 2025.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022- 23058738 or 022-23058542-43.

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.
4. 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.
5. 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	EVEN Number followed by Folio Number

Form.	registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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

<p><u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u></p> <ol style="list-style-type: none"> 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting". 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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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 csjaypandya@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

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 chandrimamercantile@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 (chandrimamercantile@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for E-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the EGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (chandrimamercantile@gmail.com). The same will be replied by the company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

The Brief Profile of Mr. Dinesh Hareshbhai Gohel (DIN: 11061856) is mentioned herein below:

Mr. Dinesh Hareshbhai Gohel has expertise in field of agriculture and agri-business sector. He has held senior roles across organizations, with expertise in finance, operations, and strategic planning.

Looking to his expertise & vast experience in the field, the Board of Directors of the Company (the 'Board'), had at its meeting held on 21st April, 2025, subject to the approval of the members, appointed Mr. Dinesh Hareshbhai Gohel (DIN: 11061856) as a Managing Director of the Company, whose office will be liable to retire by rotation, for a period of 5 (Five) years w.e.f. 21st April, 2025 to 20th April, 2030 on terms and conditions including remuneration as mentioned below:

1) Term of appointment: Five years w.e.f. 21st April, 2025 to 20th April, 2030.

2) Salary, perquisites and allowances:

Salary, perquisites and allowances upto Rs. 1,00,000/- (Rupees One Lakhs Only) per month for a period of 5 years w.e.f. 21st April, 2025. Salary, perquisites and allowances may be revised periodically based on the recommendation of the Board of Directors or subject to the provisions of the Companies Act, 2013.

Perquisites and allowances shall include -

A. Car with driver: As per the rules of the Company.

B. Medical reimbursement/ allowance: As per the rules of the Company.

C. Leave travel concession/ allowance: As per the rules of the Company.

D. The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director in connection with the Company's business.

3) Sitting Fees: Sitting fees as may be decided by the Board from time to time.

4) Perquisites as per the Section IV of the Schedule V of the Act as provided below:

A. contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

B. gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

C. encashment of leave at the end of the tenure.

It is clarified that employees stock options granted/ to be granted to Mr. Dinesh Hareshbhai Gohel, from time to time, shall not be considered as a part of perquisites mentioned above and that the perquisite value of stock options exercised shall be in addition to the remuneration under point no. 1 above.

The remuneration package is above the limit prescribed under Section 198 of the Companies Act, 2013.

STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013:**• GENERAL INFORMATION:**

1.	Nature of Industry.	Agriculture Industry			
2.	Date or Expected Date of Commencement of Commercial Production.	27 th December, 1982			
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable			
4.	Financial performance based on given indicators	Particulars	2024-25 (In Lakhs)	2023-24 (In Lakhs)	2022-23 (In Lakhs)
		Total Revenue	2919.38	1943.55	2188.88
		Profit before Tax	69.17	26.30	1.75
		Tax Expenses	(3.77)	0.00	0.00
		Profit After Tax	72.94	26.30	1.75
		EPS	0.57	1.19	0.08
5.	Foreign Investments or Collaborators, if any.	At present, the Company does not have any foreign investments or collaborations.			

II. INFORMATION ABOUT THE APPOINTEE:**1. Background Details:**

Mr. Dinesh Hareshbhai Gohel has expertise in field of agriculture and agri-business sector. He has held senior roles across organizations, with expertise in finance, operations, and strategic planning.

2. Past Remuneration:

Period	Remuneration paid (Rs.)
2022-23	N.A.
2023-24	N.A.
2024-25	N.A.

3. Recognition or awards:

Mr. Dinesh Hareshbhai Gohel is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company.

4. Job Profile and his suitability:

In the capacity of Managing Director of the Company, Mr. Dinesh Hareshbhai Gohel shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed:

Salary, perquisites and allowances upto Rs. 1,00,000/- (Rupees One Lakhs Only) per month for a period of 5 years w.e.f. 21st April, 2025.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

In this industry, it would not be possible to compare the remuneration payable in similar type of Industry.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Dinesh Hareshbhai Gohel directly or indirectly not related to any of the director or promoter of the Company.

OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

Company is primarily engaged in the Agricultural Industry. Due to fiercely competitive environment in the industry, profitability of the company may be affected.

2. Steps taken or proposed to be taken for improvement:

Focus has been placed on promotion and marketing so as to increase the sales turnover of the Company and efforts are being made towards cost reduction and this will result into increase in profits of the Company.

3. Expected increase in productivity and profits in measurable terms:

Not applicable as company was formed on 27/12/1982.

IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE.

Mr. Dinesh Hareshbhai Gohel has expertise in field of agriculture and agri-business sector. He has held senior roles across organizations, with expertise in finance, operations, and strategic planning

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members. Mr. Dinesh Hareshbhai Gohel is interested in the resolution set out at Item No. 1 of the Notice.

The relatives of Mr. Dinesh Hareshbhai Gohel may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 2:

On a request of Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) to change his designation from Executive Director to Non-Executive and Non-Independent Director & Chairman of the Company, Board of Directors in their meeting held on 4th July, 2025 approved the change in designation of the Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) from Executive Director to Non-Executive and Non-Independent Director & Chairman of the Company w.e.f. 4th July, 2025.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) for the office of Non-Executive and Non-Independent Director & Chairman of the Company.

The terms and conditions as set out and that he be paid salary as may be decided by Board of Directors of the Company.”

The resolution seeking the approval of members for the appointment of Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) as Non-Executive and Non-Independent Director & Chairman of the Company w.e.f. 4th July, 2025 liable to retire by rotation, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder is proposed by the Board of Directors.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing Ordinary Resolutions.

Save and Except Mr. Pranav Kamleshkumar Trivedi (DIN: 09218324) and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 3:

The Board of Directors of the Company at its meeting held on 4th July, 2025 decided that the existing Memorandum of Association (‘MOA’) is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Memorandum of Association as per the Companies Act, 2013 and that the existing Memorandum of Association of the Company is being replaced with new set of Memorandum of association so as to make it in line with the new Companies Act, 2013. The new Memorandum of Association is sent herewith.

A copy of the existing Memorandum of association and a copy of the new Memorandum of association are available for inspection during normal business hours on all working days up to the date of Extra Ordinary General Meeting (“EGM”) of the Company.

Item No. 4 & 5:

The Chairman informed that the Present Authorised Share Capital is Rs. 22,55,00,000/- (Rupees Twenty-Two Crores Fifty-Five Lakhs Only) divided into 2,25,50,000 (Two Crores Twenty-Five Lakhs and Fifty Thousand Only) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each and Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs) Preference Shares of Rs. 10.00/- each. Issued, Subscribed and Paid-up Equity Share Capital is Rs. 22,21,13,000/- (Rupees Twenty-Two Crores Twenty-One Lakhs Thirteen Thousand Only) divided into 2,22,11,300 (Two Crore Twenty-Two Lakhs Eleven Thousand and Three Hundred) Equity Shares of Rs. 10.00/- each.

The Market price of the Company's Equity Shares has increased significantly during the last few years. In order to improve the liquidity of the Company's Equity Shares and to make these equity shares more affordable/ accessible for the small retail investors to invest in the Company's shares, the Board of Directors (“hereinafter referred as Board”) at its meeting held on 19th May, 2025 recommended the Sub-Division of 1 (One) Equity share having a face value of Rs. 10.00/- (Rupees Ten Only) each into 10 (Ten) Equity shares having face value of Re. 1.00/- (Rupee One Only) each for the approval of Shareholders of the Company.

Further, the Articles of Association permits sub-division of shares subject to the approval of Members of the Company. The Record Date for the aforesaid Sub-division of Equity Shares will be fixed by the Board of Directors of the Company after obtaining approval of Members of the Company. Pursuant to the aforesaid sub-division of Equity Shares and as per Section 13 & 61 of the Companies Act, 2013 and the rules made thereunder, it is required to alter the existing Clause V i.e. Capital clause of the Memorandum of Association of the Company and mentioned below:

V. The Authorised Share Capital of the Company is Rs. 22,55,00,000/- (Rupees Twenty-two Crores Fifty-five Lakhs Only) as follows:

i. Rs. 22,25,00,000/- (Rupees Twenty-Two Crores Twenty-Five Lakhs Only) divided into

22,25,00,000 (Twenty-Two Crores Twenty-Five Lakhs) Equity Shares of Re. 1.00/- each.

ii. Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs) Preference Shares of Rs. 10.00/- each.

Accordingly, the Board recommends resolutions set out in Item Nos. 4 and 5 of the Notice for approval of Shareholders in the interest of the Company.

None of the Directors, Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the above resolutions, except to the extent of Equity Shares held by them in the Company.

Registered Office:

F-806, Titanium City Center, Anandnagar
Road, Satellite, Jodhpur Char Rasta,
Ahmedabad, Gujarat, India – 380 015

Place: Ahmedabad

Date: 4th July, 2025

**By the order of the Board of
Chandrima Mercantiles Limited**

**Sd/-
Dinesh Hareshbhai Gohel
Managing Director
DIN: 11061856**

ANNEXURE TO NOTICE

Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Item Nos. 1 and 2 are as under:

Name of the Director	Mr. Dinesh Hareshbhai Gohel (Managing Director) DIN: 11061856	Mr. Pranav Kamleshkumar Trivedi (Non-Executive Non-Independent Director cum Chairman) DIN: 09218324
Date of Birth	29/03/1979	29/08/1976
Date of first Appointment on the Board	21/04/2024	23/09/2023
Qualification	Bachelor Degree	Bachelor Degree
Experience/ Brief Resume/ Nature of expertise in specific functional areas	He has many years of experience in the agriculture and agri-business sector. He has held senior roles across organizations, with expertise in finance, operations, and strategic planning.	He has more than 2 years of experience in the field of agriculture with expertise in financial management and strategic planning.
Terms and Conditions of Appointment along with remuneration sought to be paid	He liable to be retire by rotation, for a period of 5 (Five) years w.e.f. 21 st April, 2025 to 20 th April, 2030.	He liable to be retire by rotation.
Remuneration last drawn by such person, if any	NA	NA
No. of Shares held in the Company as on date	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se	No Relationship between directors inter-se	No Relationship between directors inter-se
Number of Meetings of the Board attended during the year	2	2
Directorship/ Designated Partner in other Companies/ LLPs	NA	NA
Chairman/ Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	Nil	Nil