

NOTICE

NOTICE is hereby given that the Thirteenth (13th) Annual General Meeting of the shareholders ("AGM") of Chennai Ferrous Industries Limited will be held on Tuesday, the 26th day of September 2023 at 2.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the AGM shall be deemed to be the Registered office of the Company at Survey No.180-183, 190&191, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road, Gummidipoondi, Thiruvallur TN 601201, Tamilnadu.

ORDINARY BUSINESS

Item No.1:-Adoption of Financial Statements

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended March 31,2023, which comprise the Audited Balance Sheet as at March 31,2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31,2023, which comprise the Audited Balance Sheet as at March 31,2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

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

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

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

SPECIAL BUSINESS

Item No:3-Appointment of Mr. Nagarajan Ramakrishnan (DIN: 08315738) as an Independent Director of the Company for a term of five consecutive years commencing with effect from 14th August 2023 up to 13th August 2028.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies act ,2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), Articles of Association of the Company and other applicable laws, Mr. Nagarajan Ramakrishnan (DIN:08315738), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 14th August 2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and applicable SEBI Listing Regulations and has submitted a declaration to that effect and has consented to act as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing with effect from 14th August 2023 up to 13th August 2028."

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

Item No:4-Appointment of Mr. Muthaiyan Saravanan (DIN: 10277688) as an Independent Director of the Company for a term of five consecutive years commencing with effect from 14th August 2023 up to 13th August 2028.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies act ,2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), Articles of Association of the Company and other applicable laws, Mr. Muthaiyan Saravanan (DIN:10277688), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 14th August 2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and applicable SEBI Listing Regulations and has submitted a declaration to that effect and has consented to act as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing with effect from 14th August 2023 up to 13th August 2028."

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

Item No.5: -Reclassification of certain members of Promoter & Promoter Group to Public Category pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), and such other provisions of the Companies Act, 2013 as may be applicable and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals from the Stock Exchange and other appropriate statutory authorities as may be required, consent of the members of the Company be and is hereby accorded for reclassification of the following members of the Promoter and Promoter Group (herein after individually and jointly referred to as the "Outgoing Promoters"), holding a total of 1,09,212 equity shares of the Company constituting 3.03% of paid-up equity share capital of the Company, from the category of "Promoter and Promoter Group" to "Public" category:-

SN	Name of Shareholders	No.of equity shares held	% of shareholding
1.	Roop Chand Betala	12,500	0.35
2.	Renu Devi Jalan	23,000	0.64
3.	Abhishek Saraff	73,712	2.04
	Total	1,09,212	3.03

"RESOLVED FURTHER THAT the Outgoing Promoters, presently classified as members of the "Promoter and Promoter Group", who are seeking reclassification, do not directly or indirectly, exercise any control over the affairs of the Company and hold minimal shares, i.e., totaling only 1,09,212 equity shares constituting 3.03% of the total paid up equity share capital of the Company and they do not, directly or indirectly, participate in the management or any policy decisions of the Company and they neither have any representation on the Board of Directors of the Company nor any special rights and are not involved in the day to day management affairs of the company in any manner."

"RESOLVED FURTHER THAT on necessary approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Outgoing Promoters, the Company shall effect such reclassification in the Statement of Shareholding pattern of the Company from immediate succeeding quarter/half year under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as applicable in compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force shall also be adhered to."

"RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to make, sign, prepare, forward, execute and submit all the necessary applications, forms, papers and documents and to make the application for reclassification to the stock exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and generally to do all such acts, deeds, matters and thing as may be necessary and expedient to give effect the aforesaid resolution."

Item No.6:-Power to give loans or invest funds of the Company in excess of the limits specified under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the ‘Board’ which term shall deemed to include any committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to :

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription , purchase or otherwise the securities of any other body corporate,

upto a maximum aggregate amount of Rs.100 crores outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013, as may be amended from time to time (presently being 60% of the Company’s paid up capital, free reserves and securities premium account or 100% of the Company’s free reserves and securities premium account , whichever is more).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing , amount and other terms and conditions of such loans , guarantees , securities and investment and varying the same either in part or in full it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

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

K.V.Lakshmi
Company Secretary & Compliance Officer
Membership No.:- FCS 9726

Registered office:

Survey No.180-183,190&191
Periya Obulapuram Village Nagaraja Kandigai,
Maddharapakkam Road, Gummidipoondi,
Thiruvallur 601201, Tamilnadu
Date:14 August 2023

Notes:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide General Circular No.10/2022 dated 28th December 2022, read with General Circular No. 02/2021 dated 13th January 2021, General Circular No.20/2020 dated 5th May 2020, General Circular No.17/2020 dated 13th April 2020 and General Circular No. 14/2020 dated 8th April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”), on or before 30th September 2023, without the physical presence of the Members at a common venue. SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (“SEBI Circular”) has also provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”). In compliance with these MCA Circulars, SEBI Circulars, the Listing Regulations and the provisions of the Companies Act, 2013 (“the Act”), the 13th AGM of the Company is being held through VC/OAVM.
2. Explanatory Statement pursuant to Section 102 of the Act relating to Item No.’s 3 to 6 of the Notice of the 13th AGM setting out the material facts concerning each item of Special Business is annexed hereto. Further, additional information with respect to Item No.’s 3 and 4 pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this AGM are also annexed hereto. The Directors have furnished the requisite consents/declarations for their appointment.
3. Pursuant to the provisions of the Act, 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. However, since this AGM is being held through VC/OAVM whereby physical attendance of shareholders has been dispensed with and in line with the MCA Circulars, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the proxy form and attendance slip are not annexed to this notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with said Circulars, Corporate Shareholders are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to send a certified copy of the Board Resolution

authorizing their representatives to attend and vote at the Annual General Meeting through VC/OAVM. Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.

4. The facility for shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large shareholders (i.e shareholders holding 2 % or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee , Nomination and Remuneration Committee and Stakeholders Relationship Committee , Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2023, through email to company.secretarial@chennaiferrous.com. The same will be replied by/on behalf of the Company suitably.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting. Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can send e-mail to company.secretarial@chennaiferrous.com.
8. The Register of Members and the Share Transfer Books of the company shall remain closed from Friday, 22nd September 2023 to Tuesday, 26th September 2023 (both days inclusive) for the Annual General Meeting.
9. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number on all correspondences with the Company. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, postal address, e-mail address, bank details, mandate, nomination, power of attorney, change of address, etc., to their respective Depository

Participant (DP). Members holding shares in physical mode are requested to intimate the same to Registrar & Share Transfer Agents of the Company (RTA) M/s. **Cameo Corporate Services Limited**, "Subramanian Building", No.1, Club House Road, Chennai-600002.

10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their e-mail addresses so far or who would like to update their email addresses already registered, are requested to register/ update their email address with their DP (in respect of shareholders who hold shares in dematerialized form) and with RTA (for those who hold shares in physical form) to enable us send you the communications via email.
11. In line with aforesaid MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 13th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the Thirteenth AGM and the Annual Report 2022-23 will also be available on the Company's website www.chennaiferrous.com and website of the Stock Exchange, BSE Ltd., at www.bseindia.com. The Notice of the AGM shall also be available on the website of NSDL at www.evoting.nsdl.com

12. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to submit their requests in Form SH-13. The said Form can be downloaded from the web site of the company www.chennaiferrous.com [under "Investors" section]. Shareholders holding shares in physical form and electronic form may submit the same to the RTA, M/s. Cameo Corporate Services Limited and to their respective depository participant respectively.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8

dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.chennaiferrous.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. SEBI vide its notification SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this, in order to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Ltd. for assistance in this regard.

Instructions for e-voting:

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) as Authorized Agency to provide e-voting facility. The Company has appointed Mr. M.K. Madhavan, M/s M.K. Madhavan & Associates, Practising Company Secretary [FCS 8408, COPNo. 16796] to act as the Scrutinizer, for conducting scrutiny of the votes cast.

Notice convening the 13th Annual General Meeting and the Annual Report 2022-23 is also available on the NSDL's website: www.nsdl.co.in

The e-voting facility is available at the link www.evoting.nsdl.com

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
23 rd September 2023, Saturday, at 9.00 A.M (IST)	25 th September 2023, Monday, at 5.00 P.M (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19th, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. A person who is not a member of the Company as on cut-off date should treat the Notice for information purpose only.

Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who had not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote through remote e-voting or voting during the AGM.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

NSDL e-voting System –For Remote e-voting and e-voting during the AGM

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 with NSDL

1.Existing IDeAS user can visit the e-services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password . After successful authentication , you will be able to see e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2.If you are not registered for IDeAS e-services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3.Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on Personal Computers 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4.Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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. Upon logging in, you will be able to see e-Voting option. Click on e- Voting option , you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider i.e NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can

securities in demat mode with NSDL	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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

- (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- (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.

7. After entering your password tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are

- holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.,) are required to send scanned copy (PDF /JPG Format) of the relevant Board Resolution /Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.madhavanmk@gmail.com 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 a 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 to Ms. Prajakta Pawle 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 email 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 company.secretarial@chennaiferrous.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 company.secretarial@chennaiferrous.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 to e-voting facility.

The Instructions For Members For e-Voting on the day of the AGM are as under:-

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

Instructions For Shareholders Attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM 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

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 company.secretarial@chennaiferrous.com at least 7 days prior to the meeting. The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time as appropriate for smooth conduct of the AGM.

General Instructions

- a. The remote e-voting shall not be allowed beyond the abovementioned date and time.
- b. Once the vote on the resolution is cast by the shareholder, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- c. Any person who have acquired the shares and become the members of the company after the electronic dispatch of the notice and holding shares as on cut-off date, i.e September 19th, 2023 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to company.secretarial@chennaiferrous.com and investor@cameoindia.com to obtain sequence number and they will have to follow the instructions as above mentioned to vote through e-voting.
- d. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting and e-voting during the AGM.
- e. The Scrutinizer shall, immediately after the conclusion of voting during the general meeting, would count the votes cast during the meeting and through remote e-voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.chennaiferrous.com and on the website of NSDL www.nsdl.co.in immediately after the result is declared. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
- g. Subject to the receipt of requisite number of votes through remote e-voting and voting during the meeting, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the meeting, i.e., Tuesday, 26th September 2023.

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

K.V.Lakshmi
Company Secretary & Compliance Officer
Membership No.:- FCS 9726

Registered Office:
Survey No.180-183,190&191,
Periya Obulapuram Village,
Nagaraja Kandigai, Maddharapakkam Rd,
Gummidipoondi, Thiruvallur:601201
Tamilnadu
Date: August 14,2023

EXPLANATORY STATEMENT

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

Item No.'s :3 & 4-Appointment of Mr. Nagarajan Ramakrishnan (DIN: 08315738) and Mr. Muthaiyan Saravanan (DIN: 10277688) as Independent Directors of the Company for a term of five consecutive years commencing with effect from 14th August 2023 up to 13th August 2028.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors ("Board") appointed Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan as Additional Directors (Non-Executive, Independent) on 14th August 2023. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan will hold office up to the date of ensuing Annual General Meeting ('AGM') and are eligible to be appointed as Directors of the Company.

The Company has received from Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan :

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

A brief profile of the Directors proposed to be appointed at the AGM is annexed herewith. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to appoint them as Independent Directors of the Company.

In the opinion of the Board, Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan fulfill the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days up to the date of the AGM. In compliance with the provisions of Section 149, 152 read with Schedule IV to the Act and applicable SEBI Listing Regulations, the appointment of Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan as Independent Directors of the Company for a term of five consecutive years commencing with effect from 14th August 2023 up to 13th August 2028 are now being placed before the Members for their approval by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan, to whom the respective resolution relates, is concerned or interested in the Resolution mentioned at Item No.'s 3 and 4 of the Notice. The Board recommends the resolution set forth in Item No.'s 3 and 4 for the approval of the Members.

Item No.5-Reclassification of certain members of Promoter & Promoter Group to Public Category pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In terms of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended (hereafter referred as "Listing Regulations"), stock Exchange(s) where Company's equity shares are listed may allow re-classification of promoters as public shareholders or vice versa subject to fulfilment of conditions as provided therein. In this regard, the Company has received representations / applications from the following members of the Promoter and Promoter Group (hereinafter called as "Outgoing Promoters"):-

Sl. No.	Name of the Outgoing Promoter	Numbers of Equity Shares held	% of shareholding
1.	Roop Chand Betala	12,500	0.35
2.	Renu Devi Jalan	23,000	0.64
3.	Abhishek Saraff	73,712	2.04
	Total	1,09,212	3.03

vide their letters dated 12th August 2023 requesting the Board of Directors to reclassify them from the “Promoter and Promoter Group” Category to the “Public” Category. The Outgoing Promoters have also confirmed that they shall comply with the conditions set out in the Listing Regulations upon re-classification as ‘Public’ shareholders. The request letters received from Outgoing Promoters was placed before the Board of Directors at its meeting held on 14th August 2023.

The Board noted that the Outgoing Promoters seeking reclassification :-

1. do not hold more than 10% of total voting rights in the Company.
2. are not associated with the business of the Company in any manner and do not exercise direct or indirect control over the affairs of the Company.
3. do not have any representation on the Board of Directors (including nominee director)
4. do not act as a Key Managerial Personnel of the Company and is not engaged in day to day affairs of the Company.
5. Is/are not a “willful defaulter” as per the Reserve Bank of India Guidelines
6. Is/are not a fugitive economic offender
7. do not in any manner influence the decision taken by the Company and do not have any special rights in the Company through formal or informal arrangements with the Company including any shareholder agreements.

The Board of Directors of the Company considered the facts stated above and accepted the request for reclassification of Outgoing Promoters from the “Promoter and the Promoter Group” Category to the “Public” category. In accordance with the Listing Regulations, upon re-classification to the ‘public’ category, the Outgoing Promoters shall not (i) hold more than 10% of the total voting rights in the Company (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements.

Further, the Outgoing Promoters shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as a key managerial personnel of the Company for a period of at least three years from date on which the stock exchanges approve its re-classification in the ‘public’ category. Further, in compliance with clause (c) of sub-regulation 3 of Regulation 31A of Listing Regulations:

- a) the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement;
- b) the trading of the shares of the Company have not been suspended by the stock exchange at any period of time;
- c) as on date of this notice, no outstanding dues have been pending to the Board, the stock exchange or the depositories.

Further, in accordance with Regulation 31A of the Listing Regulations, the reclassification requires the approval of the Stock Exchange, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchange for granting such approval, the Stock Exchange, inter alia, requires that the Company obtain the consent of the Shareholders of the Company for reclassification.

In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the Notice, for approval of the shareholders.

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

Item No.6:-Power to give loans or invest funds of the Company in excess of the limits specified under Section 186 of the Companies Act,2013

In order to make optimum utilisation of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

In terms of the provisions of Section 186 of the Companies Act, 2013 ("Act") and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Members may note that in order to support its business activities, the Board at its meeting held on 14 August 2023, proposed seeking Members approval, for enhancement of limits under Section 186 of the Companies Act, 2013 by upto Rs.100 Crore (Rupees One hundred crore only) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto Rs.100 Crore over and above the limits available under Section 186 of the Companies Act, 2013.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no.6 to be passed as Special Resolution.

Registered Office:
SurveyNo.180-183,190&191,
Periya Obulapuram Village, Nagaraja Kandigai,
Madharapakkam Rd,
Gummidipoondi, Thiruvallur :601201, Tamilnadu
Date: August 14, 2023

By order of the Board of Directors
For Chennai Ferrous Industries Limited

K.V.Lakshmi
Company Secretary & Compliance Officer
Membership No.: FCS 9726

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

Name & Designation	Mr. Nagarajan Ramakrishnan (Additional Director) (Non-Executive, Independent)	Mr. Muthaiyan Saravanan (Additional Director) (Non-Executive, Independent)
Date of birth	15-04-1971	04-04-1975
Age	52	48
Qualifications	ICAI,ICMAI	MBA in Energy Management and is a Certified Energy Manager, Certified BOE.
Brief Profile	Mr. Nagarajan Ramakrishnan is an Associate member of the Institute of Chartered Accountants of India and a Graduate member of the Institute of Cost Accountants of India.	Mr. Muthaiyan Saravanan has completed MBA in Energy Management and is a Certified Energy Manager, Certified BOE.
Expertise in specific functional areas	He is having extensive experience in the field of Treasury, Banking, Costing, Due Diligence, Internal Audit, Project management.	He is having a work experience of 28 years in various power and process industries in the field of Operation, Maintenance, Performance, Coal trading and Logistics
Date of appointment on the Board of Directors	14 th August 2023	14 th August 2023
Date of last reappointment on the Board of Directors	NA	NA
No. of Board Meetings attended during the financial year 2022-23	Nil	Nil
Terms and conditions of appointment	As approved by the members in the 13 th AGM to be held on 26 th September 2023	As approved by the members in the 13 th AGM to be held on 26 th September 2023
List of outside Directorships held	Terraorient Skills Academy Private Limited	Nil
Chairman/ Member of the Committees of Board of Directors of the Company	Chairman-Audit Committee Member- Nomination & Remuneration Committee	Chairman- CSR Committee & Stakeholders Relationship Committee Member- Audit Committee & Nomination & Remuneration Committee
Chairmanship/Membership of the Committees of Board of Directors of other Companies in which Directorship is held	None	None
Directorship in other listed entity (Category of Directorship)	None	None
Relationship with other Directors/KMP	Nil	Nil
No. & Percentage of Shares held in the Company	Nil	Nil