



CMR GREEN TECHNOLOGIES LIMITED
REGD. OFFICE: 7TH FLOOR, TOWER 2, L & T BUSINESS PARK,
12/4 DELHI MATHURA ROAD, FARIDABAD, HARYANA-121003
CIN: U00337HR2005PLC085675, PH: +91-129-4223050
E-MAIL: COMPLIANCEOFFICER@CMR.CO.IN
WEBSITE: WWW.CMR.CO.IN

NOTICE OF THE 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting of the members of CMR Green Technologies Limited will be held on Tuesday, 30th September 2025 at 11:30 A..M [IST] at shorter notice at the registered office of the Company situated at 7th Floor, Tower 2, L & T Business Park, 12/4 Delhi Mathura Road, Faridabad, Haryana to transact the following businesses:-

ORDINARY BUSINESS:

ITEM NO. 1

TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORT OF AUDITORS THEREON

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2

TO RE-APPOINT SHRI AKSHAY AGARWAL (DIN: 07175149), DIRECTOR, WHO SHALL RETIRE BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Akshay Agarwal (DIN: 07175149), Director, who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company

ITEM NO. 3

TO APPOINT STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS

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 139 and Rules and Regulations made thereunder, M/s ASA & Associates LLP (Baker Tilly), Chartered Accountants (Firm Registration No. 009571N/ N500006), be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, on such remuneration as may be determined by the board and agreeable to them.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Mr. Raghav Agarwal, Directors and Ms. Srishti Saxena, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds



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and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection.”

SPECIAL BUSINESS

ITEM NO. 4

TO RATIFY THE REMUNERATION OF COST AUDITOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of Rs. 2,40,000 [Rupees Two Lakhs Forty Thousand only] payable to M/s Chandra Wadhwa & Co., appointed by the Board on 23.09.2025, to conduct Audit of the cost records of the Company for the Financial Year 2025-26, be and is hereby ratified.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Mr. Raghav Agarwal, Directors and Ms. Srishti Saxena, Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection.”

ITEM NO. 5

TO APPROVE/RATIFY RELATED PARTY TRANSACTIONS ENTERED FOR THE PERIOD ENDED ON 31ST JULY 2025

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 Section 188 and other applicable provisions of the Companies Act, 2013, read with Rule 6A of the Companies (Meeting of Board and its powers Rules, 2014), applicable rules made thereunder, any amendment thereof, applicable provisions of the Article of Association of the Company, related party transactions entered for the period ended on 31st July 2025 be and are hereby ratified by the members.

ITEM NO. 6

TO TAKE OMNIBUS APPROVAL FOR RELATED PARTY TRANSACTIONS TO BE ENTERED DURING THE YEAR F.Y 2025-26

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 Section 188 and other applicable provisions of the Companies Act, 2013, read with Rule 6A of the Companies (Meeting of Board and its powers



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Rules, 2014), applicable rules made thereunder, any amendment thereof, applicable provisions of the Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board, for entering into the following proposed repetitive related parties transactions for the financial year 2025-26 as approved by the Board.

S. No	Name of the related party	Relation of related Party with the Company	Nature of Transaction	Omnibus Approval for FY 25	Actual Upto March'25
1	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Sale of goods, stores, equipments, Services etc.	70,000.00	40,820.00
2	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Purchase of goods, stores, equipments, Services etc.	5,000.00	3,622.00
3	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Expenses made by us on behalf of the Company	200.00	70.00
4	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Interest Paid	200.00	133.00
5	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Interest Received	750.00	136.00
6	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Procurement and Sales Commission Received	1,200.00	1063.00
7	CMR - Toyotsu Aluminium India (P) Ltd.	JV Company	Expenses made by Other behalf of us	100.00	90.00
8	CMR Aluminium Private Limited	Subsidiary Company	Interest Received	500.00	0.00
9	CMR Aluminium Private Limited	Subsidiary Company	Sale of goods, stores, equipments, Services etc.	5,000.00	228.00
10	CMR Aluminium Private Limited	Subsidiary Company	Purchase of goods, stores, equipments, Services etc.	30,000.00	22,472.00
11	CMR Aluminium Private Limited	Subsidiary Company	Expenses made by Other behalf of us	50.00	0.00
12	CMR Aluminium Private Limited	Subsidiary Company	Expenses made by us on behalf of the Company	50.00	32.00
13	CMR Aluminium Private Limited	Subsidiary Company	Commodity Gain / loss	1,500.00	1,065.00
14	CMR Aluminium Private Limited	Subsidiary Company	Guarantee Given	5,000.00	2,428.00
15	CMR Nikkei India Private Limited	Subsidiary Company	Purchase of goods, stores, equipments, Services etc.	50,000.00	45,551.00
16	CMR Nikkei India Private Limited	Subsidiary Company	Expenses made by us on behalf of the Company	500.00	312.00
17	CMR Nikkei India Private Limited	Subsidiary Company	Interest Paid	500.00	412.00



For a better tomorrow

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18	CMR Nikkei India Private Limited	Subsidiary Company	Interest received	300.00	4.00
19	CMR Nikkei India Private Limited	Subsidiary Company	Procurement and Sales Commission Received	1,500.00	1,214.00
20	CMR Nikkei India Private Limited	JV Company	Expenses made by Other behalf of us	200.00	-
21	CMR Nikkei India Private Limited	Subsidiary Company	Commodity Gain / loss	3,000.00	2,186.00
22	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Expenses made by us on behalf of the Company	100.00	40,820.00
23	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Sale of property, plant and equipment	500.00	-
24	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Loan to Subsidiary company	7,500.00	-
25	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Repayment of Loan	7,500.00	1,698.00
26	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Interest Receipt	200.00	182.00
27	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Guarantee Given	9,400.00	8,135.00
28	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Sale of Goods	10,000.00	246.00
29	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	"Purchase of goods, stores, equipments, Services etc."	50,000.00	16,308.00
30	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Commodity Gain / loss	1,000.00	308.50
31	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	Interest Paid	75.00	24.00
32	CMR Eco Aluminium Pvt. Ltd.	Subsidiary Company	"Expenses made by Others on behalf of the Company"	150.00	111.00
33	CMR-Kataria Recycling Pvt. Ltd	JV Company	Sale of property, plant and equipment	50.00	-
34	CMR-Kataria Recycling Pvt. Ltd	JV Company	Rent received	-	-
35	CMR-Kataria Recycling Pvt. Ltd	JV Company	Loan Received Back	100.00	12.00
36	CMR-Kataria Recycling Pvt. Ltd	JV Company	Expenses made by us on behalf of the Company	50.00	6.00
37	CMR-Kataria Recycling Pvt. Ltd	JV Company	Sale/ Redemption of Investment	130.00	130.00
38	CMR-Kataria Recycling Pvt. Ltd	JV Company	Conversion of Loan into Equity	243.00	243.00



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39	CMR-Kataria Recycling Pvt. Ltd	JV Company	Corporate Guarantee Withdrawn	-	339.00
40	CMR-Kataria Recycling Pvt. Ltd	JV Company	Loan to JV Company	200.00	47.00
41	CMR-Kataria Recycling Pvt. Ltd	JV Company	Interest Received	25.00	6.00
42	Sanjivani Metal Trading Pvt. Ltd.	A private Company in which Director is member	"Purchase of goods, stores, equipments, Services etc."	5,000.00	-
43	Sanjivani Metal Trading Pvt. Ltd.	A private Company in which Director is member	Expenses made by us on behalf of the Company	10.00	-
44	Sanjivani Metal Trading Pvt. Ltd.	Associate Company	Interest paid	10.00	-
45	Sanjivani Metal Trading Pvt. Ltd.	Associate Company	Sale of goods, stores, equipments, Services etc.	1,000.00	-
46	Sanjivani Metal Trading Pvt. Ltd.	A private Company in which Director is member	Interest Received	50.00	11.00
47	Nikkei CMR Aluminium India Private Limited	JV Company	Expenses made by us on behalf of the Company	100.00	40,820.00
48	Nikkei CMR Aluminium India Private Limited	JV Company	"Corporate Guarantee for Working Capital facility"	4,000.00	1,560.00
49	CMR Tech Solutions Pvt. Ltd.	"A private Company in which Director is member"	Recovery of Expense	10.00	-
50	CMR Tech Solutions Pvt. Ltd.	"A private Company in which Director is member"	Interest Paid	3.00	-
51	CMR welfare Foundation	Subsidiary Company	Expenses made by us on behalf of the Company	1.00	-
52	CMR welfare Foundation	Subsidiary Company	CSR Expenses	300.00	209.00
53	CMR Green LLC	Subsidiary Company in USA	Expenses made by us on behalf of the Company	10.00	-
54	CMR Green LLC	Subsidiary Company in USA	Purchase of Material	10,000.00	30.00
55	Mr. Mohan Agarwal	Managing Director	Rent Payments	270.00	267.00
56	Mrs. Mandakini Agarwal	Manager-Legal	Remuneration	26.00	22.00
57	Mr Akshay Agarwal	Executive Director	Remuneration	106.00	103.00
58	Mr Mohan Agarwal	Managing Director	Remuneration	237.00	230.00



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59	Mr Raghav Agarwal	Executive Director	Remuneration	74.00	63.00
60	Mr. Satish Kaushik	Chief Financial Officer	Remuneration	66.00	33.00
61	Ekas Aggarwal	Manager-Legal	Remuneration	22.00	22.00
62	Mrs. Rajni Bagla	Relative of Managing Director	Remuneration	30.00	20.00
63	Mr. Gyan Mohan	Independent Director	Sitting Fees	10.00	8.00
64	Mr. Satpal Arora	Independent Director	Sitting Fees	10.00	7.00
65	Mr. Balvinder Kumar	Independent Director	Sitting Fees	10.00	5.00
66	Ms. Rashmi Verma	Independent Director	Sitting Fees	10.00	6.00
67	Ms Srishti Saxena	Company Secretary	Remuneration	15.00	14.00
68.	CMR - Toyotsu Aluminium India (P) Ltd.	Subsidiary Company	Commodity Gain / loss	1,500.00	1,998.00
69.	CMR Aluminium Private Limited	Subsidiary Company	Interest paid	300.00	377.00
70.	CMR Nikkei India Private Limited	JV Company	"Sale of goods, stores, equipments, Services etc."	75,000.00	75,643.00
71.	Mr G.S Agarwala	Chairman Emeritus	Remuneration	121.00	125.00

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to authorize the Board for entering into related party transactions which are unforeseen in nature but are ancillary and consequential to the business activities of the Company, subject to maximum amount of Rs. 1,00,00,000 [Rupees One Crore only] but the same shall be approved by Mr. Mohan Agarwal, Managing Director of the company and the same shall be ratified by the Board of Directors.

RESOLVED FURTHER THAT the omnibus approval shall be valid for financial year 2025-26.

RESOLVED FURTHER THAT omnibus approval shall not be construed for any related party transactions involving the sale or disposing of undertaking of the Company."

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Managing Director, Mr. Raghav Agarwal, Director and Ms. Srishti Saxena Company Secretary of the Company be and are hereby severally authorized to approve such transactions on case-to-case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution including sub - delegation of powers to any officers of the Company.

By order of the Board
FOR CMR GREEN TECHNOLOGIES LIMITED

Sd/-
SRISHTI SAXENA
Company Secretary
M. No. A40576

Dated : 26.09.2025
Place : Faridabad



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Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AND IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 24 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than ten percent of the total share capital of the Company carrying voting right may appoint a singly person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing the representative(s) to attend and vote on its behalf at the meeting.
4. In case of the Joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company entitled to vote.
5. The relevant documents referred to in the Notice are open for inspection to the members at the registered office of the Company on all working days (except Sundays and Public Holidays) during the normal business hours of the Company up to the date of the Meeting. The aforesaid documents will also be available for inspection by the members at the meeting.
6. Members who hold the shares in dematerialised form requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. The explanatory statement in terms of section 102 of the companies act, 2013, relating to special business is annexed to the notice.
8. Attendance slip (Annexure-A), Proxy Form (Annexure-B) and Route-Map (Annexure-C) are annexed hereto. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.



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

MEETING AT SHORTER NOTICE

In terms of Section 101 (1) of the Companies Act, 2013 and provisions contained in the Article of Association of the Company, a general meeting of the Company shall be called by giving not less than clear Twenty-One days' notice.

Further, proviso to section 101 (1), provides that a general meeting may be called after giving a shorter notice if consent, is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting.

Consent of the members is required to hold the meeting at shorter notice.

Item No. 3

In terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to carry out the Cost Audit.

M/s Chandra Wadhwa & Co., Cost Accountants, holding valid practicing No. 000239, issued by The Institute of Cost Accountants of India have been appointed as the Cost Auditors of the Company for the Financial Year 2025-26 by the Board of Directors in their meeting held on 23.09.2025. The Board has fixed remuneration of Rs. 2,40,000/- (Rupees Two Lakhs Forty Thousand only) exclusive of applicable taxes. In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

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

Item no. 4 & Item no. 5

In the meeting of the Board held on 21st May, 2025, Board of Directors ratified and approved the related party transaction entered into by the Company with related party for the period ended on 31st March 2025 and also provided their omnibus approval for entering into related party transaction for the F.Y 2025-26 in the meeting held on 21st May, 2025.

Your directors recommend the resolution for your approval.

Mr. Mohan Agarwal, Mr. Akshay Agarwal and Mr. Raghav Agarwal and their relatives are interested in the resolution to the extent of their directorship and shareholding in related entities.

By order of the Board

FOR CMR GREEN TECHNOLOGIES LIMITED

Sd/-
SRISHTI SAXENA
Company Secretary
M. No. A40576

Dated : 26.09.2025
Place : Faridabad



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Annexure-A

ATTENDANCE SLIP

Reg. Folio/DP ID/ Client ID	:
No. of Shares Held	:
Full Name of Shareholder	:
Full Name of Proxy/Representative	:

I do hereby certify that I am a registered Shareholder/Proxy/Authorized Representative for the registered shareholder of the Company and record my presence at the Annual General Meeting of CMR Green Technologies Limited to be held on Tuesday, 30th September 2025 at 11:30 A.M [IST] at a shorter notice at registered office of the Company situated at 7th floor, Tower 2, L & T Business Park, 12/4 Delhi Mathura Road, Faridabad, Haryana.

Signature of Shareholder/Proxy/Authorized Representative:

.....

Note:

1. Please fill this attendance slip and hand it over venue.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce Board resolution/proper authorization issued in their favour.



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Annexure-B

PROXY FORM

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

Name of the member(s)	:
Registered Address	:
E-Mail Id	:
Folio No./Client Id	:
DP ID	:

I/We, being the member(s) holding shares of the above named Company, hereby appoint;

1. Name :
- Address :
- E-mail ID:
- Signature: or failing him;

2. Name :
- Address :
- E-mail ID:
- Signature: or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the the Annual General Meeting of CMR Green Technologies Limited to be held on Tuesday, 30th September 2025 at 11:30 A.M [IST] at a shorter notice at registered office of the Company situated at 7th floor, Tower 2, L & T Business Park, 12/4 Delhi Mathura Road, Faridabad, Haryana of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner indicated below:

Resolution No.	Resolution	For	Against
Special Business			



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1.	To consider and adopt the audited financial statement of the company for the financial year ended March 31, 2025, and the reports of the board of directors and auditors thereon; and the audited consolidated financial statement of the company for the financial year ended March 31, 2025 and the report of auditors thereon.		
2.	To re-appoint Shri Akshay Agarwal (DIN: 07175149), Director, who shall retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
3.	To appoint statutory auditors of the Company for a period of 5 years		
4.	To approve/ratify Related Party Transactions entered for the period ended on 31 st July 2025		
5.	To take omnibus approval for Related Party Transactions to be entered during the year F.Y. 2025-26		

Signed this.....day of2025

Signature of shareholder

Signature of Proxy holder(s)

AFFIX REVENUE
STAMP

***Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.**



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Annexure-C

ROUTE MAP

