

Chemmanur Credits and Investments Limited

CIN: U65923KL2008PLC023560

Regd. Office: Mangalodhayam Building,

Round South, Thrissur, Pin-680001

Ph: 0487-6621200 / 2424010

Email:mail@chemmanurcredits.com

Website: www.chemmanurcredits.com

Notice

Notice is hereby given that the Twelfth Annual General Meeting of the Shareholders of Chemmanur Credits and Investments Limited will be held on Wednesday, 30th December, 2020 at 3.00 pm via Video Conferencing (VC) facility or Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the audited Profit and Loss Account for the Financial Year ended 31st March 2020 and the Balance Sheet as at that date, the report of the Board of Directors and the Report of Auditors.**
- 2. To consider the retirement of Mr. Lijo Moothedan (DIN: 00877403) Director, who retires by rotation, and being eligible, offers himself for re-appointment.**

Special Business:

3. Re-appointment of Mr. E Habeebul Rahiman as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. E Habeebul Rahiman (DIN : 06973269) ,who was re-appointed as an Independent Director of the Company by the Board of Directors at its meeting held on 23rd March,2020 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to five consecutive years commencing from 24th March 2020”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) of the Company to handle such matters, to give effect to the aforesaid Resolution.”

4. Issue of fully Secured Redeemable Non-Convertible Debentures (NCDs).

To consider and if thought fit to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 as amended from time to time and applicable circulars issued by Reserve Bank of India, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee appointed by the Board thereof), to make offers, invitations to subscribe and issue fully Secured Redeemable Non-Convertible Debentures (NCDs), up to an aggregate limit of Rs.250 Cr. (Rupees Two Hundred and Fifty Crore only) in one or more tranches on private placement basis or public issue, listed or unlisted and whether rated or otherwise having such face value as may be decided by the Board during the period commencing from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting to such persons eligible to subscribe the issue on such terms and conditions including the rate of interest, tenure and security cover thereof etc.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to prepare and authenticate offer letters, issue and allot debentures, create charge, execute all such deeds, documents, instruments and writings at its sole and absolute discretion as deemed necessary in relation thereto”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company or to the Debenture Committee appointed by the Board to handle such matters, to give effect to the aforesaid Resolution.”

5. Issue of Equity Shares on Preferential Basis

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

"RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Articles of Association of the Company, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the approval of the Company be and is hereby accorded to the Board of Directors of

the Company to create, offer, issue, and allot up to 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/-(Rupees Ten) each at par as per the provisions for preferential issues on such further terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors to the person being the Promoters of the Company”

| Name of the proposed Allottee | PAN | Category |
|-------------------------------|------------|----------|
| Chemmanur Devassykutty Bobby | ACFPB6597C | Promoter |

“RESOLVED FURTHER THAT the relevant date for the purpose of the issue of equity shares be 30.11.2020, being 30 days prior to 30.12.2020 (i.e., the date on which the meeting of the general body of shareholders in relation to the proposed issue is to be held)”

“RESOLVED FURTHER THAT the equity shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to such lock in period, if any, applicable for such preferential issues”

“FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution under Sections 42 & 62 of the Companies Act, 2013, the Board be and is hereby authorized to constitute or form a Committee or delegate all or any of its powers to any Director(s) / Committee duly constituted by the Board, at its absolute discretion to give effect to the aforesaid resolution and is authorized to take all such steps and do such acts, deeds, and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to give effect to this resolution including but not limited to:

- 1) approving the term sheet for the preferential allotment;
- 2) approving the issue price, the number of Equity Shares to be allotted, the basis of allocation and allotment of Equity Shares;
- 3) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Equity Shares by the Company;
- 4) authorizing any Officers of the Company to file requisite forms with Registrar of Companies, to make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- 5) affixing the Common Seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the Articles of Association of the Company;
- 6) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- 7) authorizing or delegating all or any of the powers herein above conferred to any or more persons, if need be;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification in the proposal as may be required but subject to such conditions as the Central Government or such other appropriate authority may impose at the time of their approval as agreed by the Board.”

By Order of the Board
For Chemmanur Credits and Investments Limited

Sd/-
C.D.Boby
(DIN 00046095)
Chairman & Managing Director

Place: Thrissur

Date: 01/12/2020

Notes

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act') and MCA Circulars, the 12th AGM of the Company is being held through VC/OAVM on Wednesday, December 30, 2020 at 3.00 p.m. The venue for the 12th AGM will be Mangalodhayam Building, Round South, Thrissur-680001.
2. As per Notification No. ROC/ESTT/U.S.96/4659/2020 dated 8th September 2020 issued by Registrar of Companies (ROC) date for conducting Annual General Meeting has been extended up to 31st December, 2020.
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. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF MCA CIRCULARS THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and up to 15 minutes after the scheduled time of commencement of the Meeting.
5. In line with the MCA Circular dated May 5, 2020 the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 12th AGM has been uploaded on the website of the Company at www.chemmanurcredits.com.
6. Members who have not yet registered their email addresses are requested to register the same with the Company email id at cs@chemmanurcredits.com, at least ten days before the date of the AGM.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item Nos. 3 to 5 is annexed hereto and forms part of this notice.
8. Pursuant to Section 91 of the Companies Act 2013 the register of members and the share transfer books of the Company will remain closed from 23/12/2020 to 30/12/2020 (both days inclusive).
9. Members are requested to: (a) intimate changes, if any, in their registered addresses to the Company / Registrar and Transfer Agents (RTA) at the address available in the Annual Report, (b) quote ledger folio numbers in all their correspondence, and (c) keep their copies of the Annual Report handy while attending the Annual General Meeting.
10. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to the RTA. The prescribed form can be obtained from the Company / RTA.
11. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 12th AGM, from their registered e-mail address, mentioning their name, folio number and mobile number, to reach the Company's e-mail address at cs@chemmanurcredits.com at least 10 days before the Annual General Meeting to enable the Company to prepare suitable replies to such questions.
12. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs@chemmanurcredits.com by mentioning their Folio Number. Necessary arrangements will be made to inspect the documents through electronic mode.
13. The following Statutory Registers are open for inspection of members and others at the Registered Office of the Company as prescribed in the respective Sections of the Companies Act, 2013 as specified below:

- a) Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours, including date of Annual General Meeting.
- b) Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours, including date of Annual General Meeting.

In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode also. Members seeking to inspect such registers can send a request by e-mail to cs@chemmanurcredits.com.

14. Instructions for Members attending the AGM through VC/OAVM are as under:

- a. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending e-mails through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the designated e-mail of the Company ie. cs@chemmanurcredits.com.
- b. AGM through VC or OAVM facility will be held through Zoom platform. You are requested to download the Zoom App. The link and other details are given below:

| | |
|------------------------|---|
| Zoom Meeting Id | 991 7863 8534 |
| Password : | 330022 |
| Meeting link | https://zoom.us/j/99178638534?pwd=YzdKODNjQ2hSUklIZjVKUEXsaCtOUT09 |
| Date of AGM | 30th December 2020 |
| Time | 03:00 PM |

- c. Members shall click on URL received by mail in their registered mail ID or by SMS in their registered mobile phone and shall key in the unique username and password disclosed in the mail.
- d. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- e. Members are encouraged to join the Meeting through Laptop / iPad for better experience.
- f. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- g. Please note that participants connecting from mobile devices or tablets or through laptop 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.

ANNEXURE TO NOTICE
Explanatory Statements under Section 102 (1) of the Companies Act, 2013

Item No. 3

Pursuant to Section 161 of the Companies Act, 2013 Mr. E Habeebul Rahiman was appointed as one of the Independent Directors of the Company, from 24th March, 2017. Since then he has been actively participating in the discussions and deliberations on matters related to the Company, giving guidance wherever required and also keeping a close association in the overall affairs of the Company. Mr. E Habeebul Rahiman with his long experience in Banking and financial inclusion related matters has been helpful to the Company in taking policy decisions. His term of office as an Independent Director expired on 24.03.2020 and your Board thinks that his experience in financial and regulatory matters can be utilized in the coming years as well.

Therefore subject to the approval of members of the Company in General Meeting and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 23rd March 2020 have decided to re-appoint Mr. E Habeebul Rahiman as an Independent Director of the company for a further period of five years with effect from 24.03.2020 to 23.03.2025.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. E Habeebul Rahiman as an Independent Director for a period of five years is now being placed before the Members in General Meeting for their approval.

Mr. E Habeebul Rahiman is interested and concerned in the Resolution mentioned at Item No.3 of the Notice. Other than Mr. E Habeebul Rahiman, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in this resolution.

Item No.4

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis or public issue, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for the NCDs issued on private placement basis or public issue. The NCDs are proposed to be issued with face values of Rs.1000/- each and shall be as per the applicable guidelines issued by the Reserve Bank of India in this regard.

The Directors recommend the Resolution given in the Notice, for the approval of the Members of the Company. None of the Directors of the Company, Key Managerial Persons and their relatives is interested in the resolution.

Item No.5

The Board of Directors of the Company has approved the proposal to issue equity shares for an aggregate amount of Rs.25,00,00,000/- (Twenty Five Crore only) on preferential basis to mobilize funds to meet the expected credit growth of the Company in the coming periods. As required under the applicable Rules, the required information is appended below:-

- a) Objects of the Issue: To mobilize funds to meet the expected credit growth of the Company.
- b) Intention of Promoters/Key Managerial personnel to subscribe to the offer: The issue is proposed to be made to one of the promoters of the Company who intends to invest in the Company for improving its business.
- c) Shareholding Pattern before and after the Issue of the shares involved in the present resolution is as under

| Category of Allottee | Shareholding Pattern | | | |
|---|-----------------------|--------------------|------------------------|--------------------|
| | Pre issue Shares held | % of total holding | Post issue Shares held | % of total holding |
| Promoters | 5,13,42,800 | 85.57 | 7,63,42,800 | 89.81 |
| Companies In which Directors are interested | 70,00,000 | 11.67 | 70,00,000 | 8.24 |
| Public | 16,57,200 | 2.76 | 1657200 | 1.95 |
| Total | 6,00,00,000 | 100.00 | 8,50,00,000 | 100.00 |

- d) The Company will complete the issue and allotment of equity shares within the time limit as prescribed under the regulation applicable for preferential issue.

- e) Identity of proposed allottee(s), percentage of expanded capital to be held by them:

| Name of the Proposed Allottee | Present Holding | % to Pre Issue Capital | Present Issue | % to Post Issue Capital |
|-------------------------------|-----------------|------------------------|---------------|-------------------------|
| C.D.Boby | 5,11,32,800 | 85.22 | 2,50,00,000 | 89.57 |

There will not be any change in the Management or control of the Company on account of this proposed preferential issue.

- f) Lock-in Requirements: The shares to be allotted on preferential basis shall not be subject to any lock-in period.

- g) Practicing Professional's Certificate: The certificate received from the Practicing Company Secretary that the preferential issue is being made in accordance with the applicable rules and regulations shall be placed before the Members at the Annual General Meeting.
- h) Relevant Date: Relevant date for the purpose of Preferential Issue is 30/11/2020 (being 30 days prior to the date of Annual General meeting) where resolution is being considered for approval.
- i) Pricing of the Issue: The issue and allotment of Equity Shares offered by this preferential issue is being made to the allottees at par.

Section 62 of the Companies Act, 2013 provides that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner as laid down in Section unless shareholders in general meeting decides otherwise by passing a Special Resolution. Therefore your Board seeks the consent of the shareholders by way of special resolution as detailed in the Notice. Except Mr. C.D.Boby none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolution.

By Order of the Board
For Chemmanur Credits and Investments Limited

Sd/
C.D.Boby
(DIN 00046095)
Chairman and Managing Director

Thrissur,
01/12/2020