



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 Fourteenth Annual General Meeting of the Shareholders of Chemmanur Credits and Investments Limited will be held on Friday, 30th September, 2022 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 Financial Statement for the Financial Year ended 31st March 2022 together with the report of Directors and Auditors thereon.**
- 2. To consider the retirement of Mr. C.D. Bobby (DIN 00046095) Director, who retires by rotation, and being eligible, offers himself for re-appointment.**

Members are requested to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. C.D. Bobby (DIN 00046095), who retires by rotation at this meeting, 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:

- 3. Appointment Mrs. Smitha Bobby (DIN: 00046059) as Director of the Company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”), Mrs. Smitha Bobby (DIN: 00046059), who was appointed as an Additional Director of the Company with effect from September 02, 2022 and who holds office up to the date of the 14th Annual General Meeting, be and is hereby appointed as a Non- Executive Director (Woman Director) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all



acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Kerala”

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 23, 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, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and applicable circulars issued by Reserve Bank of India, any other applicable laws for the time being in force and subject to such other approvals, as may be required from regulatory authorities from time to time, consent of the members 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 and invitations to subscribe and issue fully Secured Redeemable Non-Convertible Debentures (NCDs), up to an aggregate limit of Rs.600 Cr. (Rupees Six Hundred Crore only) in one or more tranches on private placement basis or public issue or otherwise, listed or unlisted, whether rated or unrated, or otherwise having face value Rs.1,000/- each 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 to the issue on such terms and conditions including the rate of interest, tenure and security cover thereof etc. as decided by the Board from time to time”

“**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 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures) Rules 2014 and (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 consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot up to 2,00,00,000 (Two Crore only) 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 |
|-------------------------------|------------|----------|
| C D Boby | ACFPB6597C | Promoter |

"RESOLVED FURTHER THAT the relevant date for the purpose of the issue of equity shares be 31.08.2022, being 30 days prior to 30.09.2022 (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.”

6. Appointment of Mr. C. D. Boby, (DIN: 00046095), to continue as Chairman & Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the requisite approval of the Central Government, if any, required, the consent and approval of shareholders of the Company be and is hereby accorded for Mr. C.D. Boby (DIN 00046095) to continue as Chairman & Managing Director of the Company for a further term of five years with effect from 1st October, 2022 to 30th September, 2027 and the payment of remuneration on the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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



7. Revision in remuneration payable to Mr. C. D. Bobby, (DIN: 00046095), Chairman & Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 199, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and subject to the approval of the necessary authorities as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 1,08,00,000/- (Rupees One Crore Eight Lakhs only) per annum for a period of three years with effect from the current Financial Year ie: 2022-23, subject to review every Financial Year based on the net profit for the respective Financial Year.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the Central Government or any such other competent authority.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profit or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration”

“FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board
For Chemmanur Credits and Investments Limited

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

Place: Thrissur

Date: 05/09/2022



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') and General Circular No. 02/2021 dated 13 January 2021, General Circular No. 19/2021 dated 8th December.2021 and 21/2021 dated 14th December 2021 and General Circular No. 02/2022 issued on 05th May 2022 permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), by 31st December 2022. In compliance with the provisions of the Companies Act, 2013 ('the Act') and MCA Circulars, the 14th AGM of the Company is being held through VC/OAVM on Friday, the 30th September, 2022 at 3.00 p.m.
2. 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.

*Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or Governing Body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on behalf of the Company. The said resolution/authorisation shall be sent by email through its registered email address to cs@chemmanurcredits.com.
3. 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.
4. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 14th AGM has been uploaded on the website of the Company at www.chemmanurcredits.com.
5. Members who have not yet registered their email addresses are requested to register the same with the Company Secretary's email id cs@chemmanurcredits.com, at least ten days before the date of the AGM.



6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item Nos. 2 to 7 is annexed hereto and forms part of this notice.
7. 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 23/09/2022 to 30/09/2022 (both days inclusive).
8. 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.
9. 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.
10. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 14th AGM, from their registered e-mail address, mentioning their name, folio number and mobile number, to reach the Company Secretary'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.
11. 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.
12. 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.



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

- a. If a poll is demanded by a Member for any of the resolution of the meeting, then Members can cast their vote through sending mail from their registered mail ID to the designated mail ID of the Company, which is cs@chemmanurcredits.com. Help line number for assistance shall be 0487-6621200 / 2424010.
- 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 | 291 177 5229 |
| Password : | 300922 |
| Meeting link | https://us06web.zoom.us/j/2911775229?pwd=K0tBS1E2RGUrTFU5a1RITjFCYVk1QT09 |
| Date of AGM | 30th September 2022 |
| 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.2

Mr. C.D. Boby is Executive Director of the Company. He has vast experience in jewellery segment and expertise in management and operation of diverse nature of business. His expertise in the gold jewellery and skill in management techniques have contributed in the growth path of the Company.

Additional information of Directors seeking appointment/ re-appointment as Director at the 14th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

| Sl No | Particulars | Details |
|-------|---|--|
| 1 | Name | Mr. C D Boby |
| 2 | DIN | 00046095 |
| 3 | Nationality | Indian |
| 4 | Age | 58 |
| 5 | Date of Birth | 26/05/1964 |
| 6 | Qualification | Graduation |
| 7 | Experience | He has expertise in the gold jewellery and skill in management |
| 8 | Terms and Conditions of Appointment | Salary Rs.1,08,00,000/- per annum Incentive / Commission: NIL Perquisites: NIL |
| 9 | Remuneration sought to be paid | Rs. 1,08,00,000/- |
| 10 | Remuneration last drawn | Rs. 84,00,000/- (2021-22) |
| 11 | Date of first appointment on the Board | 16/12/2008 |
| 12 | Details of Shareholding in the Company | 51382800 number of shares |
| 13 | Details of relationship with other Directors, Managers and Key Managerial Personal of the Company | Mr. Lijo Moothedan, Director – Brother-in-law |
| 14 | Number of Board Meetings Attended during the year 2021-22 | 6 meetings |
| 15 | Details of Directorship in other Companies | Boby Chemmanur Enterprises Private Limited (Director) |
| 16 | Membership / Chairmanship of Committees of other Company's Board | NIL |



The Board hereby recommends passing of the said resolution set out at item no. 2 by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. C.D. Bobby and Mr. Lijo Moothedan to whom the resolution relates, is interested or concerned in the aforesaid resolution

Item No. 3

The Board of Directors of the Company had appointed Mrs. Smitha Bobby (DIN: 00046059) as an Additional Director (Non-Executive, Woman Director) of the Company with effect from September 02, 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of this 14th Annual General Meeting.

Considering the knowledge and experience of Mrs. Smitha Bobby, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mrs. Smitha Bobby as a Non-Executive (Woman) Director of the Company and this proposal is now being placed before the Members at the Annual General Meeting for their approval. The Company has received from Mrs. Smitha Bobby (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Company has also received prior approval from Reserve Bank of India for the appointment of Mrs. Smitha Bobby as Additional Director, as required under guidelines issued by Reserve Bank of India.

Additional information of Directors seeking appointment/ re-appointment as Director at the 14th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

| Sl No | Particulars | Details |
|-------|--|---|
| 1 | Name | Smitha Bobby |
| 2 | DIN | 00046059 |
| 3 | Age | 51 |
| 4 | Date of Birth | 28/05/1971 |
| 5 | Qualification | Graduate |
| 6 | Experience | Aware of NBFC activities for more than 10 years |
| 7 | Terms and Conditions of Appointment | As per provisions of Companies Act 2013 |
| 8 | Remuneration sought to be paid | NIL |
| 9 | Remuneration last drawn | NIL |
| 10 | Date of first appointment on the Board | 02/09/2022 |



| | | |
|----|---|---|
| 11 | Details of Shareholding in the Company | 55000 number of shares |
| 12 | Details of relationship with other Directors, Managers and Key Managerial Personal of the Company | Mr. C.D Bobby – Husband Mr. Lijo Moothedan - Brother |
| 13 | Number of Board Meetings Attended during the year (since her appointment as Additional Director) | NIL |
| 14 | Details of Directorship in other Companies | NIL |
| 15 | Membership / Chairmanship of Committees of other Company's Board | NIL |

The Board hereby recommends passing of the said resolution set out at item no. 3 by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mrs. Smitha Bobby, Mr.C D Bobby and Mr. Lijo Moothedan to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Item No.4

As per the provisions of Section 23, 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCD”) at an aggregate amount of Rs.600 Crore 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 Company is on a growth phase and additional funds by way of debt instruments will further help in increase in loan portfolio and expansion of branch network. The source of finance through debt instruments help in reduction of finance cost, expansion of lender base, improve debt maturity profile etc. Further, it will also strengthen the Company's balance sheet and reduce finance cost for the Company which in turn will improve the capability to obtain credit facilities at better terms and overall reduced cost.

The Members are further informed that work related to Company's maiden Public Issue of Non – Convertible Debentures aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores Only) is in progress and the issue is expected to be completed by the end of October,2022.



The approval of the Members is being sought by way of a Special Resolution under Section 23, 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.

Disclosures under Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are detailed as below.

- i) Particulars of the offer including date of passing of Board Resolution: The Board of Directors vide its meeting held on 2nd September 2022 has proposed to offer, issue and allot 600 Crore Non- Convertible Debentures on private placement basis and public issue basis to public and various invitees, in one or more tranches.
- ii) Kinds of Securities offered and the price at which security is being offered: Non - Convertible Debentures of face value of Rs.1000/- (Rupees One Thousand Only) each.
- iii) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: Not Applicable.
- iv) Name and address of valuer who performed valuation: Not Applicable
- v) Amount which the Company intends to raise by way of such Securities : Rs.600,00,00,000/-
- vi) Material terms of raising such Securities, proposed time schedule, purposes or objects of offer, contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as Securities-

Material terms

The Company shall offer, issue and allot Rs.600 Crore Non- Convertible Debentures on private placement basis and public issue basis in one or more tranches, as decided by the Board.

Proposed time schedule

Private Placement Offer shall be valid for one year and the allotment shall be completed within a period of twelve months from the date of passing of the Special Resolution in one or more tranches. Public Issue Offers shall be according to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Objects of the Issue

To mobilize funds to meet the expected credit growth of the Company.



Contribution being made by the Promoters

Private Placement Offers will be subscribed by identified invitees, including promoters, and such subscription will take place at the time issue.

Public Issue subscription shall be according to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Principle terms of assets charged as Securities

Fully secured by hypothecation of loan receivables and other unencumbered assets of the Company both present and future.

The Board of Directors is of view that the proposed issue of debt securities is in the best interest of the Company. Public Issue and allotment shall be done according to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hence, 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, except as subscribers to the proposed Debenture Issue.

Item No.5

The Board of Directors of the Company has approved the proposal to issue 2,00,00,000 equity shares for an aggregate amount of Rs.20,00,00,000/- (Twenty Crore only) on preferential basis to mobilize funds to meet the expected credit growth of the Company in the coming periods.

Disclosures under Section 62 of the Companies Act, 2013 and Rule 13 of the Companies (Share Capital and Debenture) Rules 2014 are detailed as below;

- a) Objects of the Issue: To mobilize funds to meet the expected credit growth of the Company.
- b) Total number of Shares or other Securities to be issued: 2,00,00,000 Equity Shares of Face Value Rs.10/- each.
- c) Pricing of the Issue: The issue and allotment of Equity Shares offered by this preferential issue is being made to the allottees based on valuation report.
- d) Basis on which the price has been arrived at along with report of the Registered Valuer: Valuation Report to be obtained at the time of issue of equity shares in a preferential basis.



- e) Relevant Date: Relevant date for the purpose of Preferential Issue is 31/08/2022 (being 30 days prior to the date of Annual General meeting) where resolution is being considered for approval
- f) Class or classes of persons to whom the allotment is proposed to be made: Mr. C.D.Boby, Managing Director of the Company.
- g) 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.
- h) Proposed time within which the allotment shall be completed: Offer shall be valid for one year and the allotment shall be completed within a period of twelve months from the date of passing of the Special Resolution in one or more tranches.
- i) 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 | 5,13,82,800 | 85.64 | 2,00,00,000 | 89.23 |

- j) Change in control, if any, in the Company that would occur consequent to the preferential offer: There will not be any change in the Management or control of the Company on account of this proposed preferential issue.
- k) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of Securities as well as price: During the period from 1st day of April, 2021 till 31st March 2022, the Company has not made any preferential allotments.
- l) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable (Valuation report will be obtained at the time of preferential issue).
- m) 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 | Post issue Shares held | % of total |
| | | | | |



| | | holding | | holding |
|---|-------------|---------|-------------|---------|
| Promoters | 5,15,92,800 | 85.98 | 7,15,92,800 | 89.49 |
| Companies In which Directors are interested | 70,00,000 | 11.67 | 70,00,000 | 8.75 |
| Public | 14,07,200 | 2.35 | 14,07,200 | 1.76 |
| Total | 6,00,00,000 | 100.00 | 8,00,00,000 | 100.00 |

Disclosures under Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are detailed as below.

- i) Particulars of the offer including date of passing of Board Resolution: The Board of Directors vide its meeting held on 2nd September 2022 has proposed to offer issue and allot 2,00,00,000 Equity Shares of face value of Rs.10/- (Rupees Ten Only) each on preferential basis to Mr. C D Bobby, Managing Director of the Company in one or more tranches.
- ii) Kinds of Securities offered and the price at which security is being offered: Equity Shares of face value of Rs.10/- (Rupees Ten Only) each. Price shall be arrived on the basis of valuation report at the time of issue.
- iii) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The issue price shall be arrived on the basis of the valuation report to be obtained.
- iv) Amount which the Company intends to raise by way of such Securities: Rs. 20,00,00,000/-
- v) Material terms of raising such Securities, proposed time schedule, purposes or objects of offer, contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects principle terms of assets charged as Securities-

Material terms

The Company shall offer issue and allot for 2,00,00,000 Equity Shares of face value of Rs.10/- (Rupees Ten Only) each for a total consideration of Rs.20,00,00,000/- (Rupees Twenty Crores Only) on preferential basis to Mr. C D Bobby, Managing Director of the Company.

Proposed time schedule

Offer shall be valid for one year and the allotment shall be completed within a period of twelve months from the date of passing of the Special Resolution in one or more tranches.

Objects of the Issue

To mobilize funds to meet the expected credit growth of the Company.

Contribution being made by the Promoters



Preferential Offer is being proposed to Mr. C D Bobby, Managing Director of the Company.

Principle terms of assets charged as Securities

Not applicable

Lock-in Requirements

The shares to be allotted on preferential basis shall not be subject to any lock-in period.

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.

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 item no. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr.C D Bobby and Mr. Lijo Moothedan to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Item No.6

Mr. C.D Bobby (DIN: 00046095) was one of the first Directors of the Company at the time of incorporation of the Company. Since then he had been actively participating and keeping a close association in the overall affairs of the Company. In addition to this, Mr. C.D Bobby (DIN: 00046095) has to his credit long experience in gold and diamond jewellery business. Mr. C.D Bobby satisfies all the criteria laid down in the Nomination and Remuneration policy of the Company.

The Members are hereby informed that the Board of Directors of the Company had, on the recommendation of the Nomination & Remuneration Committee, has decided to continue the appointment of Mr. C D Bobby as Managing Director for a further period of 5 years w.e.f 01/10/2022 to 30/09/2027 subject to Schedule V to the Act and approval of the members of the Company.

The terms and conditions of such appointment are as follows:

(1) Remuneration

(i) Basic Salary - Rs. 1,08,00,000/- (Rupees One Crore Eight Lakh only) per annum. Increase in remuneration, if any, will be decided by the Board of Directors on the recommendation of



Nomination and Remuneration Committee, computed as per the provisions of section 197, 198 and Schedule V of Company's Act, 2013 and rules made there under as amended from time to time.

(ii) Incentives/Commission –NIL

(iii) Perquisites - NIL

(2) Remuneration in the event of loss or inadequacy of profit

Where in any financial year, the company has no profit or inadequate profit during the financial year, the remuneration of Mr. C.D.Boby, Chairman and Managing Director shall be fixed Rs. 1,08,00,000/- (Rupees One Crore Eight Lakhs only) per annum as minimum remuneration as permitted in Schedule V to Companies Act 2013.

Notes:

*Net profit for this purpose shall be computed as per the provisions of Section 198 of the Companies Act 2013

*The yearly remuneration shall be within the overall limit prescribed under Schedule V of Company's Act, 2013

Additional information of Directors seeking appointment/ re-appointment as Director at the 14th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

| Sl No | Particulars | Details |
|-------|--|--|
| 1 | Name | Mr. C D Boby |
| 2 | DIN | 00046095 |
| 3 | Nationality | Indian |
| 4 | Age | 58 |
| 5 | Date of Birth | 26/05/1964 |
| 6 | Qualification | Graduation |
| 7 | Experience | He has expertise in the gold jewellery and skill in management for over 20 years. |
| 8 | Terms and Conditions of Appointment | Mentioned as above. Also he will be a member of Board of Directors of the Company entrusted with powers of management having control on general conduct and management of the business affairs of the Company. |
| 9 | Remuneration sought to be paid | Rs. 1,08,00,000/- |
| 10 | Remuneration last drawn | Rs. 84,00,000/- (2021-22) |
| 11 | Date of first appointment on the Board | 16/12/2008 |
| 12 | Details of Shareholding in the Company | 51382800 number of shares |
| 13 | Details of relationship with other | Mr. Lijo Moothedan, Director – Brother-in- |



| | | |
|----|--|---|
| | Directors, Managers and Key Managerial Personal of the Company | law |
| 14 | Number of Board Meetings Attended during the year 2021-22 | 6 meetings |
| 15 | Details of Directorship in other Companies | Boby Chemmanur Enterprises Private Limited (Director) |
| 16 | Membership / Chairmanship of Committees of other Company's Board | NIL |

The Board hereby recommends passing of the said resolution set out at item no. 6 by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr.C D Bobby and Mr. Lijo Moothedan to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Item 7

Mr. C.D. Bobby, who has to his credit long experience in gold and diamond jewellery business, was named as Chairman and Managing Director since incorporation of the Company and has been taking keen interest in the overall affairs of the Company. With innovative business insight and customer friendly approaches, Mr. C.D. Bobby has been able to develop the business empire to present glory. After considering his contributions to the Company, your Board thinks that his experience in various lines of business can be utilized in the coming years as well. In the above circumstances, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 2nd September, 2022 resolved to increase the remuneration of Mr. C.D. Bobby, Chairman and Managing Director from the present sum of Rs.84,00,000/- per annum to a sum of Rs.1,08,00,000/- per annum commencing from current Financial Year 2022-23, subject to the provisions of Section 196, 197, 198, 199, 203 and Schedule V of Companies Act, 2013 and rules made there under as amended from time to time and the approval by the members of the Company in this Annual General Meeting.

Additional information of directors seeking appointment/ re-appointment as Director at the 14th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

| Sl No | Particulars | Details |
|-------|---------------|---------------|
| 1 | Name | Mr. C D Bobby |
| 2 | DIN | 00046095 |
| 3 | Age | 58 |
| 4 | Date of Birth | 26/05/1964 |
| 5 | Qualification | Graduation |



| | | |
|----|---|---|
| 6 | Experience | He has expertise in the gold jewellery and skill in management with over |
| 7 | Terms and Conditions of Appointment | He will be a member of Board of Directors of the Company entrusted with powers of management having control on general conduct and management of the business affairs of the Company. |
| 8 | Remuneration sought to be paid | Rs. 1,08,00,000/- |
| 9 | Remuneration last drawn | Rs. 84,00,000/- (2021-22) |
| 10 | Date of first appointment on the Board | 16/12/2008 |
| 11 | Details of Shareholding in the Company | 51382800 number of shares |
| 12 | Details of relationship with other Directors, Managers and Key Managerial Personal of the Company | Mr. Lijo Moothedan – Brother in law |
| 13 | Number of Board Meetings Attended during the year 2021-22 | 6 meetings |
| 14 | Details of Directorship in other Companies | Boby Chemmanur Enterprises Private Limited (Director) |
| 15 | Membership / Chairmanship of Committees of other Company's Board | NIL |

Information required under Part II, Section II of Schedule V of the Companies Act, 2013 as amended from time to time is given below.

| I. GENERAL INFORMATION | | |
|-------------------------------|---|--|
| Serial No | Particulars | Remarks |
| 1. | Nature of industry | Non- Banking Finance Company |
| 2. | Date or expected date of commercial production | Company was incorporated on 16/12/2008 and the Certificate of commencement of Business was obtained on 10/11/2010. Being a NBFC, RBI registration certificate has been issued to the Company on 10/06/2010. Company started its operations on 24 th August, 2011. |
| 3. | In case of new companies expected date of commencement of activities as per project approved by financial | Not Applicable |



| | | |
|--|---|---|
| | institutions appearing in the prospectus | |
| 4. | Financial performance based on given indicators | The detailed financial performance of the Company for the years 2020-21 and 2021-22 are provided in the Annual Report 2022 which accompanies this notice. |
| 5. | Foreign Investments or collaborations if any, | There is no Foreign Investments or collaborations in the Company |
| II. INFORMATION ABOUT THE APPOINTEE | | |
| 1. | Background details | Mr. C D Bobby is the promoter and Managing Director of the Company. He is a veteran in gold jewellery business and has led Chemmanur International group to grow into an international jewellery chain traversing different countries such as USA, Middle East apart from India and catering to 19 Crore people |
| 2. | Past remuneration | Details of past remuneration are available in the Annual Report 2022 reported at the appropriate notes to Accounts. |
| 3. | Recognition and awards | He has been awarded an Honorary Doctorate by World Records University, Excellent Young Businessman Award, the Best Humanitarian Award, Mother Theresa Award and Vijayashree Award, among others. |
| 4. | Job profile and his suitability | Mr. C D Bobby is the promoter and Managing Director of the Company . He is having a lot of experience in Jewellery and Financial Business. Mr. C D Bobby has been involved in the promotion and management of the Company as Managing Director. |
| 5. | Remuneration Proposed | Details of proposed remuneration are presented above. |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates) the relevant details would be with respect the country of his origin. | The remuneration is as per Section 197 and 198 of the Companies Act 2013 and Rules made there under read with schedule V .The remuneration proposed to the Managing Director is in proportion to the size of the Company, industry standards, profile of the position and the person concerned |
| 7. | Pecuniary relationship directly or | Mr. C D Bobby holds 5,13,82,800 equity |



| | | |
|--|---|--|
| | indirectly with the Company , or relationship with the Managerial Personnel if any, | shares of Rs.10 each amounting to 85.64% of the paid up share capital of the Company. Mr. LijoMoothedan (Director) - Brother-in-law |
|--|---|--|

III. OTHER INFORMATION

| | | |
|----|--|---|
| 1. | Reasons of loss or inadequate profits | The Company does not envisage any loss. Inadequacy in profit occurred due to the impact of Covid 19 pandemic. |
| 2. | Steps taken or proposed to be taken for improvement | The Company has widened its operations by opening more branches in neighboring state of Tamilnadu, Karnataka and more branches are planned. The Company expects to improve the performance in the coming years due to increased volume in loans and third party products. Now the Company is planning to issue NCDs through public issue, which will help the Company to improve its business at a larger volume. |
| 3. | Expected increase in productivity and profits in measurable terms. | The aforesaid steps taken by the Company are expected to improve the Company's performance and profitability in the future. |

The Board hereby recommends passing of the said resolution set out at item no. 7 by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr.C D Boby and Mr. Lijo Moothedan to whom the resolution relates, is interested or concerned in the aforesaid resolution.

By Order of the Board
For Chemmanur Credits and Investments Limited

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

Thrissur,
05/09/2022