



CHEMMANUR CREDITS AND INVESTMENTS LIMITED

(CIN: U65923KL2008PLC023560)

Regd. Office: Mangalodhayam Building, Round South, Thrissur-680001

Ph:0487-6621200 / 2424010 Email:mail@chemmanurcredits.com Website: www.chemmanurcredits.com

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Shareholders of Chemmanur Credits and Investments Limited will be held on Friday, 29th September, 2023 at 10.00 a.m 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 Statements for the Financial Year ended 31st March 2023 together with the Report of Board of Directors' and Auditors' thereon.**
- 2. To consider the appointment of Mr.Lijo Moothedan (DIN 00877403) Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment.**

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 152 and other applicable provisions of the Companies Act, 2013, Mr. Lijo Moothedan (DIN 00877403), 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.”

- 3. Appointment of Statutory Auditors to fill casual vacancy caused by resignation of existing Statutory Auditor.**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, including any statutory enactment or modification thereof, for the time being in force the appointment of M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants, (Firm Registration No. 006408S) by the Board of Directors at its meeting held on 04/09/2023 as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s V.K.S NARAYAN & Co, Chartered Accountants, (FRN : 002399S) be and is hereby approved.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

4. To consider appointment of M/s C.M. JOSEPH & ASSOCIATES (Firm Registration No. 006408S) as Statutory Auditors of the Company and to fix their remuneration.

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

“**RESOLVED THAT** M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants, (Firm Registration No. 006408S), be and is hereby appointed as Statutory Auditors of the Company for a tenure of three years, from the conclusion of this Annual General Meeting till the conclusion of 18th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors plus applicable Goods and Services Tax (GST) and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit in consultation with them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Special Business:

5. Appointment of Mr. Antony Sebastian Choorakkal (DIN: 10083087) as Independent 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 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors, Mr. Antony Sebastian Choorakkal (DIN: 10083087) who was appointed as an Additional Director (Non-Executive and Independent), of the Company and who holds office up to the date of the 15th Annual General Meeting be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a term up to three consecutive years commencing from 24th March 2023, not liable to retire by rotation.

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”.

6. 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.”

7. 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 Bobby	ACFPB6597C	Promoter

“RESOLVED FURTHER THAT the relevant date for the purpose of the issue of equity shares be 29.08.2023, being 30 days prior to 29.09.2023 (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.”

8. Alteration in Articles of Association.

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 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and is hereby accorded to alter the Articles of Association of the Company to insert Article 75A “Appointment of Nominee Director by Debenture Trustee (s)” as follows:

(i) Notwithstanding anything to the contrary contained in these Articles so long as any moneys remain owing by the company towards the debenture holders, the debenture trustee(s) shall have right to appoint a nominee director (“Nominee Director”) to the Board of the company who shall be a person not disqualified from being appointed as a director under the provisions of the Companies Act, 2013, and the SEBI (Debenture Trustee) Regulations, 1993 and other applicable law and whose office is not capable of being vacated by retirement or by rotation.

(ii) The Nominee Director shall be appointed only under the circumstances as may be set out in the relevant debenture trust deed(s), as may be amended from time to time, executed inter alia between the company and the debenture trustee(s) or in case of occurrence of any of the following events:

- a) *Two consecutive defaults in payment of interest to the debenture holders; or*
- b) *Default on redemption of the debentures; or*



c) *Default in creation of security for debentures, if any.*

(iii) Such Nominee Director shall –

a) *not be liable to retire by rotation nor required to hold any qualification shares;*

b) *be entitled to all the rights and privileges of other directors including the sitting fees and expenses as payable to other directors;*

c) *be appointed a member of all the key committees of the Board, if so desired by the debenture trustee(s); and*

d) *be entitled to receive all notices, agenda, etc. and to attend all general meetings and meeting of the Board of Directors and meetings of any committees of the Board of which he is a member.*

e) *Any expenditure incurred by debenture trustee(s), debenture holders or the Nominee Director in connection with his appointment of directorship shall be borne and payable by the Company.*

f) *If, at any time, the Nominee Director is not able to attend a meeting of the Board of Directors or any of its committees of which he is a member, Trustee may depute an observer to attend the meeting. The expenses incurred by Trustee in this connection shall be borne and payable by the Company.*

g) *The Nominee Director/the observer shall furnish to the Trustee a report of the proceedings of all such meetings.*

h) *The appointment/removal of the Nominee Director shall be by a notice in writing by the Trustee addressed to the Company and shall (unless otherwise indicated by the Trustee) take effect forthwith upon such a notice being delivered to the Company.*

**By Order of the Board
For Chemmanur Credits and Investments Limited**

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

**Place: Thrissur
Date: 04/09/2023**



Notes

1. 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 and General Circular No. 10/2022 issued on 28th December 2022 permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), by 30th September 2023. In compliance with the provisions of the Companies Act, 2013 ('the Act') and MCA Circulars, the 15th AGM of the Company is being held through VC/OAVM on Friday, the 29th September, 2023 at 10.00 a.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 2022-23 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 15th 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 8 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 22/09/2023 to 29/09/2023 (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 15th 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	886 9008 1052
Password :	2992023
Meeting link	https://us06web.zoom.us/j/88690081052?pwd=azdETzZXWnhMbzZRa2g1eE1QbnR6dz09
Date of AGM	29th September 2023
Time	10:00 AM

- 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. Lijo Moothedan is a Non-Executive Director of the Company. He has over 15 years of experience in jewellery segment and expertise in Management and operation of diverse nature of business.

Additional information of Directors seeking appointment/ re-appointment as Director at the 15th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

<u>Sl No</u>	<u>Particulars</u>	<u>Details</u>
1	Name	Mr. Lijo Moothedan
2	DIN	00877403
3	Nationality	Indian
4	Age	48
5	Date of Birth	25/04/1975
6	Qualification	Degree
7	Experience	15 years of experience in jewellery segment
8	Terms and Conditions of Appointment	Salary : NIL Incentive / Commission: NIL Perquisites: NIL
9	Remuneration sought to be paid	NIL
10	Remuneration last drawn	NIL
11	Date of first appointment on the Board	16/12/2008
12	Details of Shareholding in the Company	35,000 number of shares
13	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Mr. C.D Bobby, Managing Director – Brother-in- law. Mrs. Smitha Bobby, Non-Executive Director - Sister
14	Number of Board Meetings Attended during the year 2022-23	16 meetings



15	Details of Directorship in other Companies	<ol style="list-style-type: none"> 1. Boby Chemmanur (No.1) Chits Private Limited. 2. CDB 24 Karat International Jewelers Private Limited. 3. C.D.B.24 Karat Gold and Diamonds Private Limited. 4. Chemmanur Gold Palace International Limited. 5. Boby Chemmanur Entertainments Private Limited. 6. Boby Chemmanur Enterprises Private Limited. 7. Boche Bhumi Putra Private Limited.
16	Membership / Chairmanship of Committees of other Company's Board	<p><u>Chemmanur Gold Palace International Limited :-</u></p> <p>Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member</p>

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. Lijo Moothedan, Mr. C.D. Boby, Mrs. Smitha Boby and Mrs. Deena Lijo to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Item No. 3

Appointment of Statutory Auditors to fill casual vacancy caused by resignation of existing Statutory Auditor.

As per Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021 which was amended on 06th July 2023, in case of Public Issue of securities the Issuer



Company shall produce Audited Financial Statements (i.e. profit and loss statement, balance sheet and cash flow statement) both on a standalone and consolidated basis for a period of three completed years, which shall not be more than six months old from the date of the issue document or issue opening date, as applicable.

Such financial statements shall be audited and certified by the Statutory Auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (“ICAI”).

Our existing Statutory Auditors, M/s. V.K.S NARAYAN & Co, Chartered Accountants (FRN: 002399S) who was appointed by the members in the AGM held on 30th September 2021 for a tenure of three years till the conclusion of the 16th Annual General Meeting does not hold a valid Peer Review Certificate for the time being and for this reason they have resigned from the office of Statutory Auditor.

Board of Directors in their meeting held on 04th September 2023 has appointed M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants, (Firm Registration No. 006408S), MRA-5A, Pallath Lane, Mount Carmel Church Road, Near SNDP Hall, Mamangalam, Palarivattom P.O., Kochi-25, to fill the causal vacancy caused by resignation of existing Statutory Auditors M/s V.K.S NARAYAN & Co, Chartered Accountants (FRN: 002399S).

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 or their respective relatives are concerned or interested in this resolution.

Item No. 4

M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants, (Firm Registration No. 006408S) has 29 years of experience and expertise in Audit of Companies (both Internal Audit and Statutory Audit). They hold valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (“ICAI”). The Firm consists of eminent Chartered Accountants as partners.

The firm has conducted Statutory Audit of many Banks including Indian Bank, The Federal Bank Ltd, Bank of India, Kerala Gramin Bank and Union Bank. They have also conducted Concurrent Audit of Indian Bank, Canara Bank, Kerala Financial Corporation Limited.

The firm has also engaged in the Audit works of Exporting and Importing Companies, Manufacturing Companies, Trading & Service Companies, Hotel & Tourism Companies, and Government Companies.

The approval of members is sought by passing an Ordinary Resolution for appointment of M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants, (Firm Registration No. 006408S) as Statutory



Auditor of the Company for a period of three years from the conclusion of this Annual General Meeting till the Conclusion of 18th Annual General Meeting.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in this resolution.

Item No. 5

The Board of Directors of the Company had appointed Mr. Antony Sebastian Choorakkal (DIN: 10083087) as an Additional Director (Non-Executive and Independent Director) of the Company with effect from March 24, 2023, pursuant to the provisions of the Section 149,150,152 & 161 of the Companies Act, 2013 read with schedule IV and the rules framed there under, to hold office up to the date of this 15th Annual General Meeting.

Mr. Antony Sebastian Choorakkal is a Practising Chartered Accountant who has been in practice for last 40 years and has experience in Statutory Audits of Companies, Banks, Firms and other entities, Societies etc. He is the main partner of the Chartered Accountants firm M/s Antony Sebastian & Co. which has two partners and an employee who are Chartered Accountants. The Company has 15 to 20 students doing article ship with them. Mr. Antony Sebastian Choorakkal has undertaken Concurrent Audits, Stock Audits, and Revenue Audits of Banks. He is registered in Independent Directors Databank.

Considering the knowledge and experience of Mr. Antony Sebastian Choorakkal, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Antony Sebastian Choorakkal as an Independent 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 Mr. Antony Sebastian Choorakkal (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of independence pursuant to Section 149 of Companies Act, 2013.

Additional information of Directors seeking appointment/ re-appointment as Director at the 15th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

<u>Sl.No</u>	<u>Particulars</u>	<u>Details</u>
1	Name	Mr. Antony Sebastian C
2	DIN	10083087
3	Age	69
4	Date of Birth	23/05/1954
5	Qualification	FCA, DISA, B.com
6	Experience	Has audited many financial companies and gained much expertise in related matters, since last 40 years.



7	Terms and Conditions of Appointment	As per provisions of Companies Act 2013 and directions issued by Reserve Bank of India.
8	Remuneration sought to be paid	NIL
9	Remuneration last drawn	NIL
10	Date of first appointment on the Board	24/03/2023
11	Details of Shareholding in the Company	NIL
12	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	NIL
13	Number of Board Meetings Attended during the year (since his appointment as Additional Director)	1
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.4 by the members as an Ordinary Resolution.

None of the Directors, except Mr. Antony Sebastian Choorakkal to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Item No.6

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 Company had successfully completed 1st Public Issue and works related to Company's 2nd 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 ,2023.

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 4th September 2023 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 / Public Issue 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 of 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.7

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 29/08/2023 (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	5,15,07,800	85.85	2,00,00,000	89.38

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, 2022 till 31st March 2023, 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 holding	Post issue Shares held	% of total holding
Promoters	5,17,17,800	86.19	7,17,17,800	89.65
Companies In which Directors are interested	70,00,000	11.67	70,00,000	8.75
Public	12,82,200	2.14	12,82,200	1.60
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 is detailed as below.

- i) Particulars of the offer including date of passing of Board Resolution: The Board of Directors vide its meeting held on 04th September 2023 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.

Practising Professional's Certificate

The certificate received from the Practising 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.7 of the Notice.

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

8. Alteration in Articles of Association

Securities and Exchange Board of India (SEBI) vide its notification dated 2nd February 2023 had amended Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting a new sub- regulation which read as under:

“(6) If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023:



Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, whichever is later.”

As per the above amendment, the Articles of Association (AOA) shall require its Board of Directors to appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors as per Regulation 15(1)(e) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Regulation 15(1) (e) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read as follows:

“It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.”

The Board hereby recommends passing of the said resolution set out at item no.8 by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, 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,
04/09/2023**