



CHEMMANUR CREDITS AND INVESTMENTS LIMITED
(CIN: U65923KL2008PLC023560)

Regd. Office: Door No.D1 to D4, 3rd Floor, Avenue Tower, East Fort, Thrissur-680005

Ph: 0487-2424010, 7121200 Email:mail@chemmanurcredits.com

Website: www.chemmanurcredits.com

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the members of Chemmanur Credits and Investments Limited will be held on Friday, 20th September, 2024 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 2024 together with the Report of Board of Directors' and Auditors' thereon.

2. To consider the appointment of Mrs. Smitha Bobby (DIN : 00046059) Non-Executive Director, who retires by rotation, and being eligible, offers herself 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, Mrs. Smitha Bobby (DIN : 00046059), who retires by rotation at this meeting, and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To consider and ratify the appointment of M/s C.M. JOSEPH & ASSOCIATES (Firm Registration No. 006408S) as Statutory Auditors of the Company

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 ratified as Statutory Auditors of the Company for financial year 2024-25 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:

4. Appointment of Additional Director Mr. Sibin Philipose (DIN: 09777666) as Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Sibin Philipose (holding DIN: 09777666), as Director of the Company, 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”

5. To increase the borrowing powers of the Company

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

RESOLVED THAT in supersession of the resolutions passed earlier and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), to borrow from time to time such sum or sums of money as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the Company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed an amount of Rs. 1250 Crores (Rupees One Thousand Two Hundred and Fifty Crores only).



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

6. To mortgage, Charge or hypothecate the assets of the Company

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to sell, mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) and securities (comprising non-convertible debentures, bonds or other debt instruments), issued / to be issued by the Company, from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and / or trustee(s).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to finalize and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.



7. 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, 26, 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 Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations"), 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. 750 Cr. (Rupees Seven Hundred and Fifty Crores 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.”

8. 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 20.08.2024, being 30 days prior to 20.09.2024 (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.”

9. Issue of Equity Shares on Private Placement Basis

To consider and, if thought fit, to assent/ dissent/ pass with or without modification(s), the following resolution(s) as 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 by Reserve Bank of India, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable laws, rules and regulations, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company to offer, invite to subscribe, issue and allot upto 2,00,00,000 equity shares of the Company for cash on a private placement basis.”

“RESOLVED FURTHER THAT the Equity to be issued and allotted pursuant to this aforesaid resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 the Board of Directors be and are hereby severally authorised to identify and record the name of persons/investors and issue Private Placement Offer letter in FORM PAS-4 to the identified persons/investors and together with an application form be issued to those persons/investors inviting them to subscribe to equity shares and consent of the members is hereby accorded to the issuance of the same.”

“RESOLVED FURTHER THAT the subscription monies received by the Company from the proposed subscribers/ investors for application of the equity shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company as per the below details and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

Beneficiary Name : CHEMMANUR CREDITS AND INVESTMENTS LIMITED
Name of Bank : STATE BANK OF INDIA
Bank Branch : SME BRANCH ,THRISSUR



Account No : 42628429989
IFSC : SBIN0007479

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares, any Director, CEO or Company Secretary of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the equity shares, as may be required, issuing clarifications on the issue and allotment of the equity shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/ or deletions to the foregoing conditions as may be required by any governmental and regulatory authorities, or other agencies involved in or concerned with the issue of the equity shares pursuant to the aforesaid private placement and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution under Section 42 of the Companies Act, 2013, any Director , CEO or Company Secretary of the Company, are hereby severally authorized to complete all statutory and regulatory filings and the disclosures to each of the proposed investors and to take all such steps, including but not limited, to circulate the private placement offer letter to the proposed investors and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilization of the proceeds and to finalize and execute such documents and writings as may be necessary or desirable as the Board may deem fit without being required to seek any further consent or approval of the members or otherwise, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director, CEO or Company Secretary be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/ or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any Committee of Directors, any other Director(s), and/or Officer(s) of the Company.

10. Approval for increase in Authorized Share Capital

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

“RESOLVED THAT pursuant to Section 13 read with Section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made



thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,000 (Two Lakh) Redeemable Cumulative Preference Shares of Rs. 1000/- (Rupees Thousand only) each to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,000 (Two Lakh) Redeemable Cumulative Preference Shares of Rs. 1000/- (Rupees Thousand only) each.

“RESOLVED FURTHER THAT pursuant to Section 13 read with Section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the members of the Company , in terms of Section 13 and Section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under:

“RESOLVED THAT pursuant to the provision of Section 13,15,17 and all other applicable provisions, if any, of the Companies Act, 2013, including amendments thereto or re-enactment thereof, existing Clause V the Memorandum of Association of the Company be and is hereby replaced by following **Clause V**:

V. The authorized share capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,000 (Two Lakh) Redeemable Cumulative Preference Shares of Rs. 1000/- (Rupees Thousand only) each.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required and to issue Certified True Copy of said resolution as and when required.”

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

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

**Place: Thrissur
Date: 28.08.2024**



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 ,General Circular No. 10/2022 issued on 28th December 2022 and General Circular No. 9/2023 dated 25th September 2023, 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 2024. In compliance with the provisions of the Companies Act, 2013 (**'the Act'**) and MCA Circulars, the 16th AGM of the Company is being held through VC/OAVM on Friday, the 20th September, 2024 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 at a common venue 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 2023-24 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 16th 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 10 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 13/09/2024 to 20/09/2024 (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 16th 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 0487-2424010/7121200.
- 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 :	200924
Meeting link	https://us06web.zoom.us/j/2911775229?pwd=ucnoWRJcQjBgKbC8uIXTxOwPmulcbj.1&omn=82654460593
Date of AGM	Friday, 20/09/2024
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

Mrs. Smitha Bobby is a Non-Executive Director of the Company, who joined the Board of the Company in 2022.

Additional information of Directors seeking appointment/ re-appointment as Director at the 16th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

<u>Sl No</u>	<u>Particulars</u>	<u>Details</u>
1	Name	Mrs. Smitha Bobby
2	DIN	00046059
3	Nationality	Indian
4	Age	53
5	Date of Birth	28/05/1971
6	Qualification	Graduation
7	Experience	She has been a Director of the Company for the last two years.
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	02/09/2022
12	Details of Shareholding in the Company	55,000 number of shares
13	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Mr. C.D Bobby, Managing Director – Husband. Mr. Lijo Moothedan, Non-Executive Director – Brother Mr. Sabin Philipose, Additional Director – Son-in -law
14	Number of Board Meetings Attended during the year 2023-24	10 meetings
15	Details of Directorship in other Companies	Nil
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, Mr. Lijo Moothedan, Mr. Sibin Philipose to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Item No. 3

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 of India. They have also conducted Concurrent Audit of Indian Bank, Canara Bank and 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.

M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants were appointed as Statutory Auditors of the Company till the conclusion of 18th Annual General Meeting. The approval of members is sought by passing an Ordinary Resolution for ratification of appointment of M/s. C.M. JOSEPH & ASSOCIATES, Chartered Accountants, (Firm Registration No. 006408S) as Statutory Auditor of the Company for financial year 2024-25.

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

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on December 28, 2023, approved the appointment of Mr. Sibin Philipose (DIN: 09777666) as Additional Director of the Company until the ensuing Annual General Meeting. Pursuant to Sections 152, 161 and all other applicable provisions of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Sibin Philipose as Director requires approval of the Members by way of an ordinary resolution. The Company has received from Mr. Sibin Philipose (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 and (iii) The general notice of disclosure of interest or concern in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013.

Additional information of Directors seeking appointment/ re-appointment as Director at the 16th Annual General Meeting pursuant to the provisions of Secretarial Standard-2:

Sl No	Particulars	Details
1	Name	Mr. Sibin Philipose
2	DIN	09777666
3	Nationality	Indian
4	Age	39
5	Date of Birth	20/06/1985
6	Qualification	Holds Bachelor degree in Commerce
7	Experience	He has been an Additional Director of the Company for the last nine months.
8	Terms and Conditions of Appointment	Nil
9	Remuneration sought to be paid	Nil
10	Remuneration last drawn	Nil
11	Date of first appointment on the Board	28/12/2023
12	Details of Shareholding in the Company	Nil
13	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Mr. C D Boby – Father-in- law Mrs. Smitha Boby – Mother-in-law
14	Number of Board Meetings Attended during the year 2023-24	1 meeting



15	Details of Directorship in other Companies	<ul style="list-style-type: none"> * Boby Chemmanur Enterprises Private Limited * Boby Chemmanur Entertainments Private Limited * Chemmanur International Info Solutions Private Limited * Chemmanur International Holidays and Resorts Limited * Boche Tours and Travels Private Limited * Brewcraft Hospitality Private Limited * Boche Bhumi Putra Private Limited * Thriprayar Gold and Diamond Private Limited * Boche Jungle Wine Private Limited * Boche Rx Lens Private Limited
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. 4 by the members as an Ordinary Resolution.

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

Item No. 5

Under Section 180(1)(c) of the Companies Act, 2013 (the Act), sanction of the Company is required for enabling the Board of Directors to borrow money in excess of paid-up share capital and free reserves of the Company by way of a special resolution. By a resolution passed at the Annual General Meeting held on September 29, 2014, sanction was accorded by the members by way of a Special Resolution to the Board of Directors to borrow money over and above the aggregate of the paid-up share capital and free reserves of the Company up to a limit of Rs. 1000 crores. Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a special resolution.

Hence, the resolution as set out in the notice is being sought, by way of a special resolution, pursuant to Section 180(1)(c) of the Act, seeking approval of the members to authorize the Directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding Rs. 1250 Crores (Rupees One Thousand Two Hundred and Fifty Crores only) (apart from temporary loans obtained from the company's bankers in the ordinary course of business).

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 and their relatives is concerned or interested in the resolution.



Item No. 6

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 (the Act), a Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the members is obtained by way of a special resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Act), for the purposes of securing the loan / credit facilities extended by them to the Company.

Accordingly, your Board seeks the consent of the shareholders by way of special resolution as detailed in item no.6 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution.

Item No. 7

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.750 Crores (Rupees Seven Hundred and Fifty Crores only) on a private placement basis or public issue, is required to obtain the prior approval of the members 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 its I, II, III and IV Public Issues during the Financial Years viz 2022-23 and 2023-24 and 2024-25. Now the Company is planning to go for further Public Issue of Non –Convertible Debentures in future.

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 August 28, 2024 has proposed to offer, issue and allot NCDs for an aggregate amount of Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores only) 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.7,50,00,00,000/- (Rupees Seven Hundred and Fifty Crores only)

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 NCDs for an aggregate amount of Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores only) 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 the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") 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 the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Principal 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 Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 of the Company, Key Managerial Persons and their relatives is interested in the resolution, except as subscribers to the proposed Debenture Issue.

Item No.8

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 20/08/2024 (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, Chairman and 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	5,16,47,800	86.08	2,00,00,000	89.56

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, 2023 till 31st March 2024, 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
Promoter and promoter group	5,17,37,800	86.23	7,17,37,800	89.67
Companies In which Directors are interested	70,00,000	11.67	70,00,000	8.75
Public	12,62,200	2.10	12,62,200	1.58
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 August 28, 2024 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, Chairman and 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/- (Rupees Twenty Crore only)
- 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, Chairman and 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, Chairman and Managing Director of the Company.

Principal 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.

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.8 of the Notice.

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

Item No. 9

The business of the Company is at the growing stage and being a Non- Banking Financial industry, there is always requirement of funds to meet general business requirements, addressing working capital needs as well as expansion of business activities. Therefore, the Company has proposed the issue of equity shares on private placement basis to the selected persons to meet its capital requirements in due course. Accordingly, to meet the business requirements, the Board of Directors of the Company in its meeting held on August 28, 2024, subject to approval of the members of the Company, proposed to offer, issue and allot upto 2,00,00,000 equity shares for cash on private placement basis. Hence, the Board recommends the resolution for approval of the Members.

The particulars of the issuance and allotment terms to the proposed investor(s) in pursuance to this aforesaid private placement as proposed shall be as under:

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:

Sl. No.	Heading	Particulars
1	Class of Securities	Equity share capital ranked pari-passu with the existing equity shares
2	Date of Passing of Board Resolution	August 28, 2024
3	Price (in INR)	To be determined by the Board of Directors of the Company on the basis of Valuation Report.
4	Amount which the company intends to raise by way of securities	To be determined by the Board of Directors of the Company on the basis of Valuation Report.
5	Total number of equity shares to be issued	Upto 2,00,00,000 Equity Shares.
6	Object of the issue	The objective of the issue is to expand the capital base of



		the Company by issuing upto 2,00,00,000 equity shares in order to meet the capital requirement of the Company. The amount will be utilized for the business purpose.
7	Basis on which the price has been arrived at and Report of Registered Valuer	The price shall be arrived taking in to consideration the valuation obtained from an independent valuer and based on market conditions.
8	Name and Address of Valuer who performed Valuation	To be determined by the Board of Directors of the Company prior to the issue of offer letter.
9	Relevant date with reference to which the price is arrived at	To be determined by the Board of Directors of the Company prior to the issue of offer letter.
10	Class or Classes to which the allotment is proposed	To be determined by the Board of Directors of the Company
11	Intention of the Promoters, Directors, Key Managerial Personals to participate in the Offer	Except to the extent of participation by the relatives, no Promoters, Directors, Key Managerial Personnel are directly participating in the offer.
12	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.
13	Investor(s)' overall holding threshold restriction	NA
14	Information Rights Investor(s)	NA
15	Name of the Proposed Allottee and percentage of shares that may be held by him	To be determined by the Board of Directors of the Company



16	Change in control, if any in the company consequent to the preferential offer	There will not be any change in control in the company consequent to the issue.
17	The number of persons to whom allotment on preferential basis have already been made during last year	NIL
18	Change in Shareholding Pattern	Annexure-I

Annexure I

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
Promoter and promoter group	5,17,37,800	86.23	5,17,37,800	64.67
Companies In which Directors are interested	70,00,000	11.67	70,00,000	8.75
Public	12,62,200	2.10	2,12,62,200	26.58
Total	6,00,00,000	100.00	8,00,00,000	100.00

* To be determined by the Board of Directors of the Company based on the final/actual allotment.

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 August 28, 2024 has proposed to offer, issue and allot upto 2,00,00,000 Equity Shares of the Company on Private Placement basis to the allottees in one or more tranches.
- ii) Kinds of Securities offered and the price at which security is being offered: Equity Shares. 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: To be determined by the Board of Directors of the Company on the basis of Valuation Report.
- 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 upto 2,00,00,000 Equity Shares of the Company on Private Placement basis to the allottees.

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

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

Principal terms of assets charged as Securities

Not applicable

Lock-in Requirements

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

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.9 of the Notice.

None of the Directors of the Company, Key Managerial Persons and their relatives is interested in the resolution, except as subscribers to the proposed Share Issue.

Item No. 10

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 8,00,00,000 (Eight Crore) equity shares of Rs. 10/- each and 2,00,000 (Two lakh) redeemable cumulative preference shares of Rs. 1000/- each to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore) divided into 13,00,00,000 (Thirteen Crore) shares of Rs. 10/- each 2,00,000 (Two lakh) redeemable cumulative preference shares of Rs. 1000/- each



ranking pari passu in all respect with the existing Equity Shares of the Company. As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

Thus as prescribed under Section 13 and other applicable provision of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required.

Therefore your Board seeks the consent of the shareholders by way of an ordinary resolution as detailed in item no.10 of the Notice.

None of the Directors of the Company or Key Managerial Persons and their relatives is concerned or interested in the resolution.

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

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

**Thrissur,
28.08.2024**