



**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 an Extra Ordinary General Meeting of the members of Chemmanur Credits and Investments Limited will be held on Tuesday, 26<sup>th</sup> November, 2024 at 11.00 a.m via Video Conferencing (VC) facility or Other Audio Visual Means (OAVM) to transact the following special business.

**Special Business:**

**1. To consider and ratify the Issue of Equity Shares on Preferential Basis**

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

**"RESOLVED THAT** in supersession of the previous resolutions passed in connection with the issue of Equity Shares on Preferential Basis at the Annual General Meeting held on September 20, 2024 and 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 ratify the issue of 70,00,000 equity shares of face value of Rs. 10/- each, at an issue price of Rs. 15/- per equity share (includes a premium of Rs. 5/- per share) aggregating upto an amount of Rs. 10,50,00,000/-(Rupees Ten Crore Fifty Lakh only) as first tranche as per valuation obtained, on preferential basis to Mr. C D Boby, Chairman and MD & Promoter out of 2,00,00,000 already approved in the 16<sup>th</sup> Annual General Meeting held on September 20, 2024."

**"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.



## **2. To consider and approve the Issue of Equity Shares on Preferential Basis**

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

**"RESOLVED THAT** in supersession of the previous resolutions passed in connection with the issue of Equity Shares on Preferential Basis at the Annual General Meeting held on September 20, 2024 and 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 offer, issue, and allot up to 1,30,00,000 (One Crore Thirty Lakh only) Equity Shares based on the valuation and other applicable provisions for preferential issues on such further terms and conditions, including fixing of price and payment of monies as may be approved or finalized by the Board of Directors to the person being the Promoter of the Company".

<b>Name of the proposed Allottee</b>	<b>PAN</b>	<b>Category</b>
C D Boby	ACFPB6597C	Promoter

**"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”.

### **3. To approve the 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** in supersession of the previous resolutions passed in connection with the issue of Equity Shares on Private Placement Basis at the Annual General Meeting held on September 20, 2024 and 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 5,00,00,000 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.

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

**Sd/-  
Anju Thomas  
Company Secretary**

**Place: Thrissur  
Date: 30.10.2024**



## **Notes:**

### **EGM THROUGH VIDEO CONFERENCING / OAVM**

- 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 8<sup>th</sup> December.2021 and 21/2021 dated 14<sup>th</sup> December 2021 and General Circular No. 02/2022 issued on 05th May 2022 ,General Circular No. 10/2022 issued on 28<sup>th</sup> December 2022 and General Circular No. 9/2023 dated 25<sup>th</sup> September 2023 and General Circular No. 9/2024, permitted the holding of the Extra Ordinary General Meeting through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), upto September 30, 2025. In compliance with the provisions of the Companies Act, 2013 ('the Act') and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Tuesday, the 26th November, 2024 at 11.00 a.m. The proceedings of the EGM deemed to be conducted at the Registered Office of the Company.
- 2.** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM 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- EGM on behalf of the Company. The said resolution/authorisation shall be sent by email through its registered email address to [cs@chemmanurcredits.com](mailto:cs@chemmanurcredits.com).
- 3.** The Members can join the EGM 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 EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the EGM has been uploaded on the website of the Company at [www.chemmanurcredits.com](http://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](mailto:cs@chemmanurcredits.com), at least ten days before the date of the EGM.
- 6.** Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item Nos. 1 to 3 is annexed hereto and forms part of this notice.



7. 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.
8. 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.
9. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@chemmanurcredits.com](mailto:cs@chemmanurcredits.com) by mentioning their Folio Number. Necessary arrangements will be made to inspect the documents through electronic mode.
10. 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](mailto:cs@chemmanurcredits.com).

**11. Instructions for Members attending the EGM 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](mailto:cs@chemmanurcredits.com). Help line number for assistance shall be 0487-2424010/7121200.
- b. EGM 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:

<b>Zoom Meeting Id</b>	<b>291 177 5229</b>
<b>Password</b>	<b>261124</b>
<b>Meeting link</b>	<a href="https://us06web.zoom.us/j/2911775229?pwd=kLG1dskaYDYw8je6eRg064ieZYR2s0.1&amp;omn=87548358161">https://us06web.zoom.us/j/2911775229?pwd=kLG1dskaYDYw8je6eRg064ieZYR2s0.1&amp;omn=87548358161</a>
<b>Date of AGM</b>	Tuesday, 26 <sup>th</sup> November 2024
<b>Time</b>	<b>11.00 am</b>



- 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 EGM 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. 1**

The members of the Company, in the 16<sup>th</sup> Annual General Meeting held on September 20, 2024 has approved the proposal to offer, issue and allot upto 2,00,00,000 Equity Shares of Rs. 10/- each at par, on preferential basis to Mr. C D Bobby, Chairman and MD & Promoter of the Company in one or more tranches. The members in the AGM, has given their consent to the Board for approving the issue price, number of equity shares to be allotted, basis of allocation and allotment of equity shares. But as per valuation report received from Mr. Rajmohan R, Registered Valuer appointed by the Company, the fair value of the equity shares of the Company was Rs. 14.87. Based on the valuation, Company has issued 70,00,000 equity shares to Mr. C D Bobby, Chairman and MD & Promoter on preferential basis at Rs. 15/- per equity share. Hence, the revised terms of issue will be ratified in this General Meeting.

##### **Item No. 2**

The members of the Company, in the 16<sup>th</sup> Annual General Meeting held on September 20, 2024 has approved the proposal to offer, issue and allot upto 2,00,00,000 Equity Shares on preferential basis to Mr. C D Bobby, Chairman and MD & Promoter to mobilize funds to meet the expected credit growth of the Company in the coming periods. Out of which, 70,00,000 equity shares have already been issued to him, and balance 1,30,00,000 equity shares to be issued.





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	October 30, 2024
3	Price (in INR)	Price shall be arrived on the basis of Valuation Report.
4	Amount which the company intends to raise by way of securities	Amount shall be raised on the basis of Valuation Report.
5	Total number of equity shares to be issued	1,30,00,000 Equity Shares
6	Object of the issue	Expand the capital base of the Company by issuing 1,30,00,000 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 along with 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	Mr. Rajmohan R, having office at Raj Bhawan, Street No 7, Krishnapuram, Ollukara P O, Thrissur, Kerala-680655.
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.
10	Class or Classes to which the allotment is proposed	Promoter
11	Intention of the Promoters, Directors, Key Managerial Personals to participate in the Offer	Investment in the Company to improve business.
12	Proposed time within which the allotment	within one year



	shall be completed	
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	Mr. C.D.Boby, Promoter Chairman and Managing Director of the Company (89.56% shares held by him after this allotment)
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	5,87,37,800	87.67	7,17,37,800	89.67
Companies In which Directors are interested	70,00,000	10.45	70,00,000	8.75
Public	12,62,200	1.88	12,62,200	1.58
Total	6,70,00,000	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 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 October 30, 2024 has proposed to offer, issue and allot upto



1,30,00,000 Equity Shares of the Company on preferential basis to Mr. C D Bobby, Chairman and MD & Promoter of the Company 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 price shall be arrived on the basis of the valuation report to be obtained from a Registered Valuer.
- 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.

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 1,30,00,000 Equity Shares of the Company on preferential basis to Mr. C D Bobby, Chairman and MD & Promoter of the Company in one or more tranches.

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.

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 & Managing Director and Promoter 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. 2 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. 3**

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 October 30, 2024, subject to approval of the members of the Company, proposed to offer, issue and allot upto 5,00,00,000 equity shares for cash on private placement basis to allottees, including Promoters, Directors, Key Managerial Personnel and their relatives who intend to invest in the Company for improving its business. 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	October 30, 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 5,00,00,000 Equity Shares.
6	Object of the issue	The objective of the issue is to expand the capital base of the Company by issuing upto 5,00,00,000 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	The issue is proposed to be made to the allottees, including Promoters, Directors, Key Managerial Personnel and their relatives who intend to invest in the Company for improving its business.
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	NIL



	last year	
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	5,87,37,800	87.67	8,87,37,800	75.85
Companies In which Directors are interested	70,00,000	10.45	70,00,000	5.98
Public	12,62,200	1.88	2,12,62,200	18.17
Total	6,70,00,000	100.00	11,70,00,000	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 October 30, 2024 has proposed to offer, issue and allot upto 5,00,00,000 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 5,00,00,000 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. 3 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.

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

**Sd/-  
Anju Thomas  
Company Secretary**

**Place: Thrissur  
Date: 30.10.2024**