

CHEMMANUR CREDITS AND INVESTMENTS LIMITED

CIN:65923KL2008PLC023560

Mangalodhayam Building

Round South, Thrisur 680 001

Ph: 0487 3041200, 2424010 Email : mail@chemmannurcredits.com Website : www.chemmannurcredits.com

NOTICE

Notice is hereby given that the **SIXTH** Annual General Meeting of the Shareholders of Chemmanur Credits and Investments Limited will be held on **Monday 29th September 2014** at 3.00 PM at the Registered Office of the company at Mangalodhayam Buildings, Round South, Thrissur- 680 001 to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the audited profit and loss account for the financial year ended **31st March 2014** and the Balance Sheet as at that date, the report of the Board of Directors and the Report of Auditors.
2. To consider the retirement of Mr. Lijo Moothedan, Director who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution.

“RESOLVED THAT M/s Cheeran Verghese & Co. Chartered Accountants, Mundupalam First Cross Road, Thrissur- 680 001 be and are hereby appointed as the auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors plus reimbursement of out of pocket expenses and levies such as service tax etc”

Special Business

4.To increase the borrowing powers of the Company

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

RESOLVED THAT in supersession of the resolutions passed earlier and pursuant to the provisions of Section 180(1)(c) and all 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.1000 crores.

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.

5.To mortgage, Charge or hypothecate the assets of the company

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

RESOLVED THAT pursuant to the provisions of Section 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.

6. Issue of fully secured redeemable non convertible Debentures (NCDs) on Private Placement basis.

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

RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 as amended from time to time and applicable circulars issued by Reserve Bank of India, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof), to make offers, invitations to subscribe and issue fully secured redeemable non convertible Debentures (NCDs), in one or more tranches on private placement basis or public issue, listed or unlisted and whether rated or otherwise having such face value as may be decided by the Board subject to an aggregate limit of Rs.300 Cr (Rupees three hundred crores only) during the period commencing from the date of this meeting until the conclusion of the next Annual General Meeting to such persons eligible to subscribe the issue on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to prepare and authenticate offer letters, issue and allot debentures, create charge, execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem 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) and/or officer(s) of the Company, to give effect to the resolution."

7. Splitting of face value of equity shares

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

"RESOLVED THAT pursuant to the provisions of Sections 4,13,14,64 and all other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as "the said Act") including any modification(s) or re-enactment(s) thereof for the time being in force and the provisions of Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions, as may be necessary from regulatory and appropriate authorities that the existing Equity Shares of the face value of Rs.100/- (Rupees one hundred) each in the authorized capital of the company be sub-divided into equity shares of the face value of Rs.10/- (Rupees ten each) and consequently the sub-divided Authorized Share Capital of the Company would be Rs.100,00,00,000 (Rupees one hundred crores) divided into 80000000 (eight crore) equity shares of Rs.10 (Rupees ten) each and 200000 (two lakh) redeemable preference shares of Rs.1000 (one thousand) each.

RESOLVED FURTHER THAT consequent to the sub-division of the Equity Shares, the Issued, Subscribed and Paid-up equity share capital of Rs. 500000000 (Rupees fifty crore) comprising 5000000 (fifty lakh) equity shares of Rs.100/- (Rupees one hundred) each fully paid up be sub-divided into Rs.500000000 (Rupees fifty crore) comprising 50000000 (five crore) equity shares of Rs.10 (Rupees ten each).

RESOLVED FURTHER THAT the share certificates in relation to such of the issued Equity Shares of the Company as are in physical form be cancelled and fresh certificates be issued in lieu thereof with regard to the sub-divided Equity Shares in

accordance with the provisions of the Companies (Share capital and Debentures) Rules 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”) be and are hereby authorized to fix the record date for determination of entitlement to sub-divided shares consequent upon aforesaid sub-division of equity share capital.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution and for removal of doubts or difficulties the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient usual or proper and to settle any question or doubt that may arise in relation thereto in the manner as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons.

8 Alteration of Memorandum of Association of the Company

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

“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.100,00,00,000 (Rupees one hundred crore) divided into 80000000 (eight Crore) equity shares of Rs.10 (Rupees ten) each and 2,00,000 (two lakh) redeemable cumulative preference shares of Rs.1000 (one thousand) 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.”

9. Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provision of Section 14, 15, 17 and all other applicable provisions, if any, of the Companies Act, 2013, including amendments thereto or re-enactment thereof, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted as follows :

3. The authorized share capital of the company is Rs.100,00,00,000 (Rupees one hundred crore) divided into 80000000 (eight crore) equity shares of Rs.10 (Rupees ten) each and 200000 (two lakh) redeemable cumulative preference shares of Rs.1000 (one thousand) each. The company has power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time being into several classes in accordance with the provisions of the Companies Act 2013

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.”

10. Issue of Equity Shares on Preferential Basis

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

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

consent, permission and/or sanction, the approval of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot up to 25000000 (two crore fifty lakh) Equity Shares of Rs.10/- (Rupees ten) each at par as per the provisions for preferential issues on such further terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors to the persons being the Promoters of the company.

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

RESOLVED FURTHER THAT the relevant date for the purposes of the issue of equity shares be 29.08.2014, being 30 days prior to 29.09.2014 (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, 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 one or more persons, if need be."

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

By Order of the Board
For Chemmanur Credits and Investments Limited

Sd/-

Director

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE**

TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item Nos. 4 to 10 is annexed hereto and forms part of this notice.
3. 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 25.09.2014 to 29.09.2014 (Both days inclusive).
4. Members are requested to: (a) intimate changes, if any, in the registered addresses to the company/ Registrar at the address available in the annual report. (b) Quote ledger folio number in all their correspondence (c) bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
5. 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. SH13, duly filled in to the RTA. The prescribed form can be obtained from the Company/ share transfer agents.
6. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the company at least 10 days before the Annual General Meeting to enable the company to prepare suitable replies to such questions.
7. Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
8. 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 301 of the Companies Act, 1956 and Register of contracts with related party and contracts and bodies etc. 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.
 - b) Register of directors' shareholdings under Section 307 of the Companies Act, 1956 and 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. The aforesaid registers shall be kept open for inspection at the annual general meeting by any person attending the meeting.

ANNEXURE TO NOTICE

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

Item no. 4

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 extra ordinary general meeting held on 19th August 2011, sanction was accorded by the members by way of an ordinary 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 500 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 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 1000 crores (apart from temporary loans obtained from the company's bankers in the ordinary course of business). The board recommends the resolution as a special resolution. None of the directors, key managerial personnel and their relatives is concerned or interested in the resolution.

Item no. 5

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 shareholders 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, the board recommends the resolution to be passed as a special resolution. None of the directors, key managerial personnel and their relatives is concerned or interested in the resolution.

Item 6

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

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

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

Item No.7

The face value of the equity shares of the company is Rs.100 at present. Your directors propose to dematerialize and to list the shares in due course. As part of the above proposal; it is thought desirable to sub-divide the face value of the shares of the company from the present Rs.100 to Rs.10. There will be no change other than the number of shares; which will be increased ten times. Your board recommend passing of the above resolution as a special resolution. None of the directors of the company or Key Managerial Persons and their relatives is concerned or interested in the resolution except as members.

Item No. 8:

The Authorized Share Capital of the Company is Rs. 1000000000 (Rupees one hundred crores) comprising of 8000000 (Eighty Lakh) Equity Shares of Rs. 100/-(Rupees one hundred) each and 200000 (two lakh) redeemable preference shares of Rs.1000 (one thousand) each. Subsequent to the sub-division of the Share Capital of the Company, the authorized Share Capital of the Company will be Rs. 1000000000 (Rupees one hundred Crore) comprising of 80000000 (Eight Crores)

Equity Shares of Re. 10/- (Rupee ten) each and 200000 (two lakh) redeemable preference shares of Rs.1000(one thousand) each.

Thus, as prescribed under Section 13 and other applicable provisions 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. The Board of Directors recommends the resolution for the approval of the shareholders. None of the Directors of the Company or Key Managerial Persons and their relatives is concerned or interested in the resolution.

Item No.9

It is proposed to substitute Article 3 of the Articles of Association of the Company with the following Article.

3. The authorized share capital of the company is Rs.1000000000 (Rupees one hundred crore) divided into 80000000 (eight crore) equity shares of Rs.10 (Rupees ten) each and 200000 (two lakh) redeemable cumulative preference shares of Rs.1000 (one thousand) each. The company has power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time being into several classes in accordance with the provisions of the Companies Act 2013

As prescribed under Section 14 and other applicable provision of the Companies Act, 2013 Article 3 of the Articles of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required. The Board recommends the resolution for the approval of the shareholders. None of the Directors of the Company or Key Managerial Persons and their relatives is concerned or interested in the resolution

Item No.10

The Board of Directors of the company has approved the proposal to issue equity shares for an aggregate amount of Rs.25,00,00,000 on preferential basis to mobilize funds for meeting the capital adequacy needs as also to meet the expected credit growth of the company in the coming periods. As required under the applicable rules, the required information is appended below:-

- a) **Object of the issue:** To meet the capital adequacy and the expected credit growth of the Company .
- b) **Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer:** The issue is made to the persons who are the promoters of the company.
- c) **Shareholding Pattern before and after the issue** of shares involved in the present resolution is as under

Sl No	Category of Allottee	Shareholding Pattern			
		Pre Issue Shares held	% of total holding	Post Issue Shares held	% of total holding
1	Promoters	40312890*	80.63	65312890	87.08
2	Directors and relatives	100000	0.20	100000	0.13
3	Public	9587110	19.17	9587110	12.79
	TOTAL	50000000	100.00	75000000	100.00

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

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

Name of the proposed allottee	Present Holding	% to Pre-Issue Capital	Present Issue	% to Post Issue Capital
CHEMMANUR DEVASSYKUTTY BOBY	40312890	80.63	25000000	87.08

**considering the sub division of equity shares*

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

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

- g) Practicing professional's certificate:** The certificate received from a practicing company secretary that the preferential issue is being made in accordance with the applicable rules and regulations shall be placed before the members at the annual general meeting.
- h) Relevant Date:** Relevant Date for the purposes of preferential issue is 29.08.2014 (being 30 days prior to the date of the annual general meeting) where this resolution is being considered for approval.
- i) Pricing of the issue.** The issue and allotment of equity shares offered by this preferential issue is being made to the allottees at par.

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

By Order of the Board
For Chemmanur Credits and Investments Limited
Sd/-
Director

Thrissur
20.08.2014

**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **U65923KL2008PLC023560**

Name of the company : Chemmanur Credits and Investments Limited

Regd. Office : Mangalodhayam Building, Round South, Thrissur 680 001

Name of the member(s) :			
Registered address :			
E-mail Id	Folio No:		

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:			
Address:			Signature:.....,
E-mail Id:			

or failing him

2. Name:			
Address:			Signature:.....,
E-mail Id:			

or failing him

3. Name:			
Address:			Signature:.....,
E-mail Id:			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SIXTH Annual General Meeting of the Company, to be held on the Monday, 29th September 2014 at 3.00 PM at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

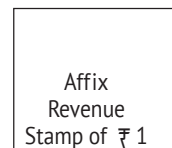
Ordinary business

1. Adoption of financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon.
2. Re-appointment of Mr.Lijo Moothedan, Director, who retires by rotation and being eligible offers himself for reappointment.
3. Appointment of M/s.Cheeran Verghese and Co, Chartered Accountants, as the statutory auditors and fixing their remuneration

Special business

4. To increase the borrowing powers of the Company
5. To mortgage, Charge or hypothecate the assets of the company
6. Issue of fully secured redeemable non convertible Debentures (NCDs) on Private Placement basis
7. Splitting of face value of equity shares
8. Alteration of Memorandum of Association of the Company
9. Alteration of Articles of Association of the Company
10. Issue of Equity Shares on Preferential Basis

Signed this..... day of..... 20.....



Signature of shareholder
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CHEMMANUR CREDITS AND INVESTMENTS LIMITED

CIN:65923KL2008PLC023560

Mangalodhayam Building, Round South, Thrisur 680 001

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting venue

I hereby record my presence at the Annual General Meeting of the company to be held **on Monday, 29th September 2014** at the Registered office of the Company at Mangalodhayam Building, Round South, Thrissur.

Folio Number		Signature
Name of the member in BLOCK LETTERS		
Name of Proxy in BLOCK LETTERS		

Notes:

1. Members/proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring the copy of the notice of Annual General Meeting