



**NOTICE** is hereby given that an Extraordinary General Meeting of members of Cheraman Infrastructure Private Limited (the "Company") will be held on **Saturday, 29<sup>th</sup> of March 2025 at 11:30 a.m.** at the **Registered Office of the Company** at 33/2337-E, 2<sup>nd</sup> Floor, "Chakiapadath Building", ByPass Road, Ponnurunni, Vyttila, Ernakulam-682019 to transact the following businesses:

**SPECIAL BUSINESS:**

**Item 1**

**To advance loans in excess of the limits specified under section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder, and in supersession of all earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Directors to advance any loan to any person(s) or other body corporate(s), including the Holding Company, as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, however, that the aggregate of the loans so far made, along with the loans proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 11,00,00,000 (Rupees Eleven Crores Only) over and above the limit of sixty per cent of the paidup share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more."

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CIN: U45203KL2011PTC029094

Regd Off: 33/2337-E, 2<sup>nd</sup> Floor, 'Chakiapadath Building',  
By pass Road, Ponnurunni, Vyttila, Ernakulam, Kerala-682019  
Ph: 0484-4021401 | mail@cheraman.com | www.cheraman.com

**“RESOLVED FURTHER THAT** the Board or any Committee thereof is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.”

Place : Kochi  
Date : 07.03.2025

By Order of the Board of Directors  
For Cheraman Infrastructure Private Limited

Remesh Shenoi.S  
Director  
DIN:07077337

**Notes:**

- (a) A member entitled to attend and vote at the Extra ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (b) Corporate members intending to send their authorised representative to attend the EGM are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the EGM.
- (c) The Notice of the EGM, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email

addresses are registered with the Company, unless a member has requested a physical copy of the documents.

- (d) Members may also note that the Notice of the EGM will also be available to download from the Company's website [www.cheraman.com](http://www.cheraman.com).
- (e) If a member does not provide an updated e-mail address, the Company shall not be in default for non-receipt of such Notice by the member.
- (f) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 AM to 5.30 PM) on all working days except Saturdays, up to and including the date of the EGM.
- (g) Route map of the venue of EGM is attached herewith.

### Explanatory statement pursuant to Section 102 of the Companies Act 2013

#### Item 1

Cheraman Financial Services Limited, Holding Company of Cheraman Infrastructure Private Limited is in need of funds for carrying out its principal business activity of lending. The subsidiary company has surplus funds at its disposal which could be utilized for this purpose.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the members by way of a Special Resolution for lending money to a person or any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company are well within the limits specified under the law. It was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) with the approval of shareholders. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to increase its limits of lending.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

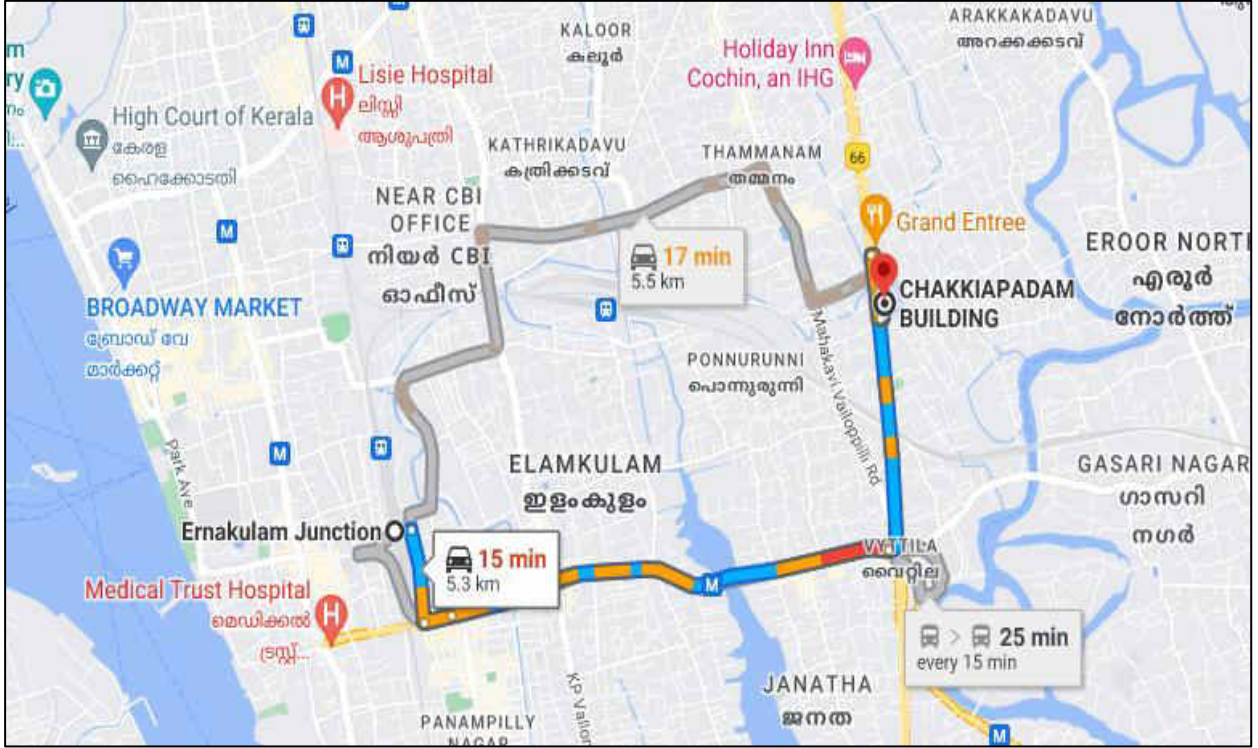
The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

Place : Kochi  
Date : 07.03.2025

By Order of the Board of Directors  
For Cheraman Infrastructure Private Limited

Remesh Shenoi.S  
Director  
DIN:07077337

## Route Map to the venue of 13<sup>th</sup> Annual General Meeting



CIN: U45203KL2011PTC029094

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## Attendance Slip

Folio No:

I, ....., residing at .....,  
....., hereby  
record my presence at the Extra Ordinary General Meeting of the Company  
held on Saturday, the 29<sup>th</sup> day of March 2025 at 11.30 AM, at the registered  
office of the Company at 33/2337-E, 2<sup>nd</sup> Floor, 'Chakiapadath Building', By pass  
Road, Ponnurunni, Vyttila, Ernakulam, Kerala-682019.

.....  
Member's signature

**Note:** Please fill in this attendance slip and hand it over at the entrance of the  
meeting place



**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]

Name of Company	Cheraman Infrastructure Private Limited
CIN	U45203KL2011PTC029094
Registered Office	3/2337-E, 2 <sup>nd</sup> Floor, 'Chakiapadath Building', Bypass Road, Ponnuruni, Vyttila, Ernakulam, Kerala-682019
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:

Name of the Member(s)	
Registered address	
E-mail Id	
Signature	

Or failing him

Name of the Member(s)	
Registered address	
E-mail Id	
Signature	

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra ordinary General Meeting of the Company, to be held on

CIN: U45203KL2011PTC029094

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the Saturday, 29<sup>th</sup> March 2025 at the registered office of the Company at 33/2337-E, 2<sup>nd</sup> Floor, 'Chakiapadath Building', By pass Road, Ponnuruni, Vyttila, Ernakulam, Kerala-682019 at 11.30 AM and at any adjournment thereof in respect of the resolution as given in the notice:

.....  
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.