



## **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Monday, **the 31<sup>st</sup> day of March 2025** at **2.00 P M** at the **Registered Office of the Company** at 33/2337-E, 2nd Floor, "Chakiapadath Building", BY Pass Road, Ponnurunni, Vyttila, Ernakulam – 682019 to transact the following business:

### **SPECIAL BUSINESS**

#### **Item 1:**

#### **Approval of the borrowing limits of the Company under Section 180(1)(c) of the Companies Act 2013**

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 180(1)(c), 186 of the Companies Act 2013, and other applicable provisions and Rules framed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" or its committees thereof), to borrow any sum or sums of monies, from its subsidiaries or otherwise, from time to time, in any form including, but not limited to by way of loans , financial facility, upon such terms and conditions as to interest, repayment, or otherwise as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however that, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point of time a sum equivalent to Rs. 11,00,00,000/- (Rupees Eleven Crores only), provided also that such loans are utilized in the best interest of the company, for its principal business activities."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security

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CIN: U65923KL2009PLC025082

Regd Off: 33/2337-E, 2<sup>nd</sup> Floor, 'Chakiapadath Building',

By pass Road, Ponnurunni, Vyttila, Ernakulam, Kerala-682019

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or otherwise as it may think fit and to do such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

Place : Kochi  
Date : 08.03.2025

By Order of the Board of Directors  
For Cheraman Financial Services Limited

A.P.M.Mohamed Hanish IAS  
Managing Director  
DIN:02504842

**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 for 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 venue of EGM is attached herewith.

Explanatory statement pursuant to Section 102 of the Companies Act 2013

Item 1

Cheraman Infrastructure Private Limited, the wholly owned subsidiary, has surplus funds at its disposal which could be utilized for the principal business activity of the holding company, Cheraman Financial Services Limited.

The provisions of Section 180(1) (c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, only with the consent of the Members by a special resolution. It is, therefore, proposed to seek the approval of the Members to the borrowing limits which shall not exceed Rupees 11 crores (Rupees Eleven Crores only) at any time (apart from temporary loans obtained).

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions.

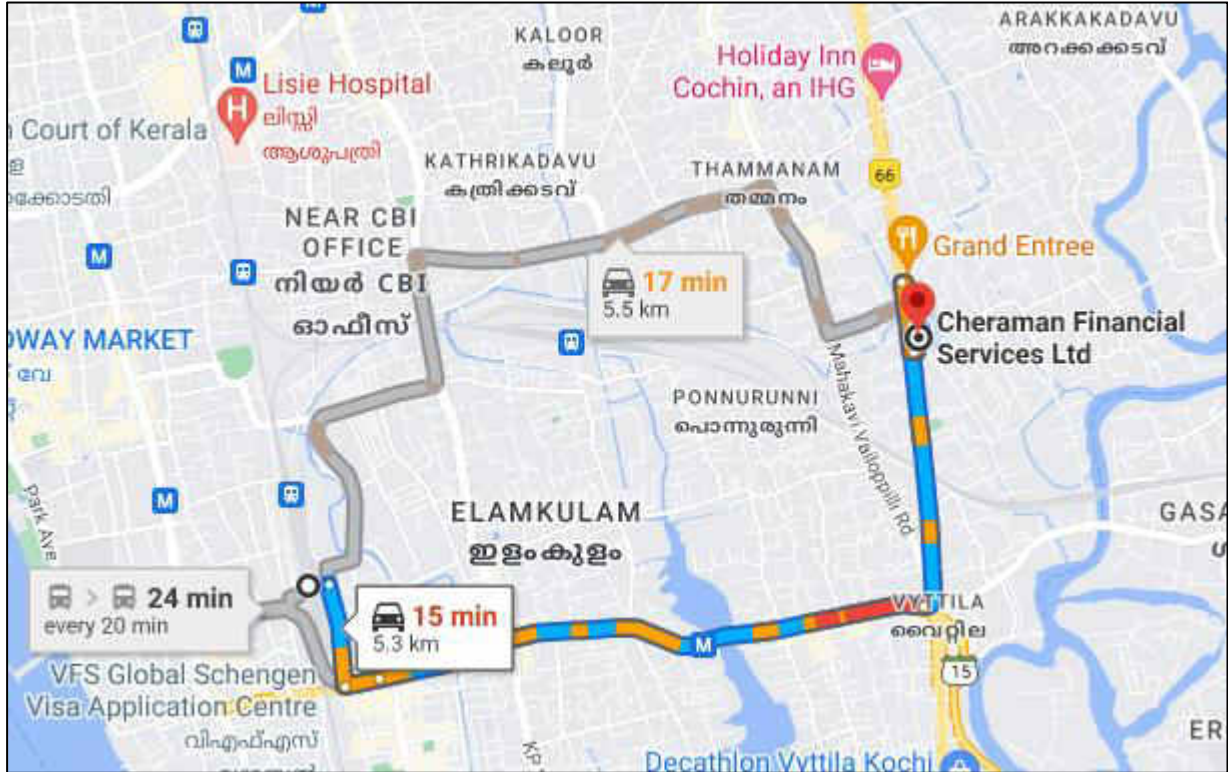
Accordingly, the Board recommends passing of the resolution as set out under Item No. 1 for approval of members as a special resolution.

Place : Kochi  
Date : 08.03.2025

By Order of the Board of Directors  
For Cheraman Financial Services Limited

A.P.M.Mohamed Hanish IAS  
Managing Director  
DIN:02504842

### Route Map to the venue of Extra Ordinary General Meeting





### Attendance Slip

Folio No/ Demat ID:

I, ....., residing at ....., hereby record my presence at the Extra ordinary General Meeting of the Company held on Monday, the 31<sup>st</sup> day of March 2025 at 2.00 PM, 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.

.....  
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 Financial Services Limited
CIN	U65923KL2009PLC025082
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

the Monday, 31<sup>st</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 2.00 PM and at any adjournment thereof in respect of such resolutions as is given in the notice

Affix  
Revenue  
Stamp

Signed this ..... day of March 2025

.....  
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.