

**CHHATISGARH INVESTMENTS LIMITED**

CIN: L67120MH1982PLC331831

Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: 7773014301 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in

NOTICE TO MEMBERS

NOTICE is hereby given that the 40th Annual General Meeting of the members of the Company will be held at the Registered Office of the Company at 73-A, Central Avenue, Nagpur (MH) – 440018, on Thursday, 29th September, 2022 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2022 along with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Kamal Kishore Sarda (DIN: 00008170), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

4. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the RBI notification Ref.No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 on “Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)”, consent of the members be and is hereby accorded to reappoint M/s. Prem Chand & Co., Chartered Accountants (Firm Registration No. 000275C) as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment thereto) and in supercession of all the earlier resolutions passed by the members in the matter, 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 be deemed to include any Committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), with the following related parties in the ordinary course of business and on an arm’s length basis, on such terms and conditions as may be agreed between the Company and the said related parties:

(Estimated value of transaction per annum)

Sr. No.	Name of Related Party	Nature of Transaction	Amount of Transaction (Rs. In lakhs) (max. o/s at any given point of time)
1.	Sarda Energy & Minerals Ltd.	To take Loan	Rs. 40000.00
2.	Raipur Mega Food Park Pvt. Ltd.	To take Loan	Rs. 1000.00
3.	Comienzo Agri Science Ltd.	To give Loan	Rs. 5000.00
4.	Sarda Agriculture & Properties Pvt. Ltd.	To take Loan	Rs.15000.00

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5.	Prachi Agriculture & Properties Pvt. Ltd.	To take Loan	Rs.5000.00
6.	Sarda Dairy & Food Products Ltd.	To give Loan	Rs.10000.00
7.	Mr. Kamal Kishore Sarda	To take Loan	Rs.5000.00

RESOLVED FURTHER THAT the Board of directors of the company and/or the audit committee be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreement, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in supercession of all the earlier resolutions passed in the matter, pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded for the payment of remuneration in form of commission to non-executive director(s) of the Company or some or any of them (i.e. directors other than the Managing Director and /or the Whole-time Director(s)) up to 1% p.a. of the net profits as determined in accordance with the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of inadequate profits or no profits as determined under Section 198 of the Companies Act, 2013 read with Schedule V, the Company shall pay remuneration in form of commission up to the limits as prescribed in Part II of Schedule V of the Companies Act, 2013, for a period of three years commencing from the financial year 2022-23 and onwards to non-executive director(s) of the Company and that the Board of Directors be and are hereby authorized to determine the manner and proportion in which the amount be distributed among Non-Executive Directors subject to approval of the remuneration and distribution thereof by nomination and remuneration committee.

RESOLVED FURTHER THAT the above remuneration, if provided, shall be in addition to the fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings."

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

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded for waiver from recovery of managerial remuneration paid in excess of maximum permissible limits under the Act to Mr. Saurabh Rathi, Whole Time Director, (DIN: 00014178) of the Company for the Financial Year 2021-22.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."



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8. 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 sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with Schedule V of the Companies Act, 2013 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded for the payment of remuneration for F.Y. 2022-23 to the whole time director(s) in the event of inadequate profits or no profits as determined under Section 198 of the Companies Act, 2013, up to the limit as approved by the members, as minimum remuneration subject to the limits as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the amount payable as per section IV of Part II of Schedule V of the Companies Act, 2013 not forming part of the managerial remuneration as prescribed.

RESOLVED FURTHER THAT the Board of the Directors of the Company be and hereby authorized to do all acts, things and deed as may be required to give effect to the aforesaid resolutions including modifying the aforesaid terms and remunerations within the limit as approved by the members.

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

“RESOLVED that in supercession of all the earlier resolutions passed pursuant to the provisions of section 186 of the Companies Act, 2013 except sub-section (1) thereof, and Rules made there under including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded to rescind/ cancel all the previous resolutions (special and/or ordinary) passed till date, to the extent they relate to the provisions of section 186 of the Companies Act, 2013 except sub-section (1) thereof, and rules made thereunder with respect to investments made, loans given, guarantees given and/or security provided.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By order of the Board of Directors
For, Chhatisgarh Investments Ltd.

Place: Raipur (C.G)
Date: 12th August, 2022

Sd/-
(Shalini Bhattacharya)
Company Secretary

Registered Office:
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NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote 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 forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.**
2. An Explanatory Statement pursuant to Section 102 of the Act which sets out details relating to the Special Business at the Meeting is annexed hereto and forms part of the Notice.
3. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) in respect of the Director seeking reappointment at the Annual General Meeting are provided in the Corporate Governance Report forming part of the Annual Report. The Director has furnished the requisite declarations for his re-appointment.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
5. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.cginvest.co.in and on the website of the Company's RTA at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including, transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 22nd August 2022 to Friday, 26th August 2022, both days inclusive for determining names of Members eligible for payment of dividend.
7. Electronic copy of the Annual Report for the financial year (FY) 2021-22, the Notice of the 40th AGM of the Company along with Attendance Slip and Proxy Form are being emailed to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

Physical copy of the Annual Report for the FY 2021-22, the Notice of the 40th AGM of the Company along with Attendance Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/Depository Participants. The Annual Report for FY 2021-22 and the Notice of the 40th AGM will also be available on the Company's website - www.cginvest.co.in and on website of the Stock Exchange, i.e. the Calcutta Stock Exchange Limited ('CSE') at www.cse-india.com and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.



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8. Members who have not yet registered their email addresses are requested to get their email addresses registered for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically by following the procedure given below:
 - a) Those shareholders who have registered an incorrect email address /contact detail, may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s. Bigshare Services Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case the shares are held in physical form.
 - b) Shareholders who have not registered their e-mail address/ contact details may also temporarily get their email address / contact details registered by writing to Company's R&T Agent for sending the same.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholder, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible.

In view of the circular issued by SEBI, the Electronic Clearing Services ("ECS/NECS") facility should mandatorily be used by the companies for the distribution of dividend to its Members. To avail the facility of ECS/ NECS, Members holding shares in physical form are requested to provide bank account details to the Company or its RTA. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
12. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Act by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the R&T Agents of the Company.
13. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized to be able to freely transfer them and participate in various corporate actions.
14. As a measure of economy, copies of Annual report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies at the meeting.



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15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection during the AGM. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

16. The instructions for shareholders voting electronically are as under:-

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 40th AGM. The facility of casting votes by a member using remote e-voting system will be provided by National Securities Depository Limited (NSDL). Members who have voted through remote e-Voting will be eligible to attend the AGM but will not be eligible to vote thereat.

- a) The remote e-voting period commences on Monday, 26th September, 2022 (9.00 a.m. IST) and ends on Wednesday, 28th September, 2022 (5.00 p.m. IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 22nd September, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present at the AGM and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through ballot paper at the AGM.
- b) Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently.
- c) A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
- d) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Thursday, 22nd September, 2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2022.
- e) Mr. Brajesh R. Agrawal (FCS 5771, CP 5649), from M/s. B.R. Agrawal & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the AGM in a fair and transparent manner. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same. The result of voting will be declared within two working days of the conclusion of the meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.cginvest.co.in. The result will simultaneously be communicated to the Stock Exchange, where the equity shares of the Company are listed. The results will also be displayed at the Notice board of the company at its Registered Office and will be placed on the website of NSDL i.e., www.evoting.nsdl.com.
- f) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., 29th September, 2022.
- g) The detailed steps on the process and manner for remote e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.







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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.



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	<p>3. If the user is not registered for Easi / Easiest, option to register is available at - https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
 Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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iv. Your User ID details are given below :

Manner of Holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digits Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow the process for those shareholders whose email ids are not registered
- vi. If you are unable to retrieve or have not received the " Initial password" or you have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.



CHHATISGARH INVESTMENTS LIMITED

CIN: L67120MH1982PLC331831

Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: 7773014301 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in

Step 2: Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on "e-voting". Then, click on "Active Voting Cycles".
 - ii. After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - iii. Select "EVEN" of "Chhatisgarh Investments Limited".
 - iv. Now you are ready for e-Voting as the Voting page opens.
 - v. Cast your vote by selecting appropriate options i.e. "Assent" or "Dissent", verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - vii. You can also take the printout of the votes cast by you by clicking on the "print" option on the confirmation page.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
17. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cil_rpr@rediffmail.com
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cil_rpr@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
18. The instructions for Members for voting at the AGM:
- a) Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.
 - b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - c) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. General Guidelines for shareholders:
- a) Institutional shareholders (i.e. other than individuals, HUF, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to corporategovernance03@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
 - b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



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- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

By order of the Board of Directors
For, Chhatisgarh Investments Ltd.

Place: Raipur (C.G)
Date: 12th August, 2022

Sd/-
(Shalini Bhattacharya)
Company Secretary

Registered Office:
Chhatisgarh Investments Limited
CIN : L67120MH1982PLC331831
73-A, Central Avenue
Nagpur (MH) – 440018
E-mail : cil_rpr@rediffmail.com



Statement Pursuant to Section 102(1) of the Companies Act, 2013 (“Act”)

The following Statement sets out all material facts relating to Item Nos. 4 to 9 mentioned in the accompanying Notice.

ITEM No. 4

The members of the Company at an Extraordinary General Meeting held on 24th March, 2022 had appointed M/s. Prem Chand & Co., Chartered Accountants (Firm Registration No. 000275C), as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. A K S P And Associates, Chartered Accountants to hold office of the statutory auditors until the conclusion of ensuing Annual General Meeting.

Pursuant to the Guidelines issued by Reserve Bank of India for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27th April, 2021, entities will have to appoint the SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Therefore, the Board of Directors of the Company in its meeting held on 12.08.2022, as per the recommendation of Audit Committee and subject to the approval of shareholders of the Company, has reappointed M/s. Prem Chand & Co., Chartered Accountants, as Statutory Auditors of the Company for remaining term of 2 years to hold office of the statutory auditors from the conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024.

M/s. Prem Chand & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013. They have also confirmed that they fulfill the eligibility norms as prescribed in the RBI Guidelines for Appointment of Statutory Auditors.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fee payable to auditors	Not exceeding Rs. 10.00 lakh excluding out of pocket expenses and taxes as may be mutually determined between the Auditors and the Board of Directors of the Company, as authorised by the Members.
Terms of appointment	<p>To hold office of the statutory auditors from the conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.</p> <p>M/s. Prem Chand & Co., Chartered Accountants have confirmed that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013. They have also confirmed that they fulfill the eligibility norms as prescribed in the RBI Guidelines for Appointment of Statutory Auditors.</p> <p>The Board of Directors upon recommendation of Audit Committee have recommended the appointment of M/s. Prem Chand & Co., Chartered Accountants as the Statutory Auditors of the Company</p>
Material change in fee payable	Not Applicable
Basis of recommendation and auditor credentials	<p>The recommendations are based on the fulfillment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013 with regard to the full-time partners, statutory and audit experience of the firms, CISA/ISA qualification, No. of professional staff, independence assessment, audit experience of banks and NBFCs etc.</p> <p>The firm M/s. Prem Chand & Co., Chartered Accountants (FRN 000275C), was constituted in 1970 and is registered with the Institute of Chartered Accountants of India (ICAI). Currently M/s. Prem Chand & Co. has 12 full time partners associated</p>

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with the firm for a period of three years. The firm has experience in various sectors including banks.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM No. 5

The Listing Regulations aims to ensure transparency in the transactions and dealings between the related parties of the company. The provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified and amended from time to time require that for entering into any contract or arrangement with related party prior approval of Audit Committee shall be obtained. Further if the value of such transaction (whether a single transaction or taken together with previous transactions during a financial year) exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company, whichever is lower, approval of the shareholders through resolution is required.

Accordingly, the Company had identified the related parties with whom the Company may enter into material transactions and approved such transactions at the 39th Annual general Meeting of the Company held on 30.09.2021 by passing ordinary resolution. The said resolution was partially modified by the shareholders at the Extraordinary General Meeting held on 24.03.2022.

It is likely that some of the approved limits may get breached due to increase in transactions and some transactions no longer need shareholders approval as per Regulation 23 of LODR Regulations. Accordingly it is proposed to obtain a fresh approval of shareholders with respect to the material related party transactions by passing an ordinary resolution in supercession of all the earlier resolutions passed in the matter.

The relevant details pursuant to SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given hereunder:

Name of Related Party & Relationship	Type, material terms & particulars of the proposed transactions	Tenure of proposed transaction (particular tenure)	Value of the proposed transaction	The % of listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's	If transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred	Justification as to why the RPT is in the interest of the listed entity;	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis
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				annual turnover on a standalone basis shall be additionally provided);	to make or give loans, inter-corporate deposits, advances or investments i) nature of indebtedness ii) cost of funds; and iii) tenure; iv) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and v) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.			
Sarda Energy & Minerals Ltd. Associate	To take Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	413.14%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	10.22%
Raipur Mega Food Park Pvt. Ltd.	To take Loan. All transactions to be entered into	Repayable on demand	As detailed in the proposed resolution	10.33%	Not Applicable	Arrangement is commercially beneficial for Company's	Not Applicable	No Turnover for immediately preceding



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Joint Venture	are at arm's length.					NBFC operations		year
Comienzo Agri Science Ltd. Associate	To give Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	51.64%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	501.30%
Sarda Agriculture & Properties Pvt. Ltd. Mr. Kamal Sarda & Mr. Anant Sarda are shareholders	To take Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	154.93%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	38382.80%
Prachi Agriculture & Properties Pvt. Ltd. Mr. Kamal Sarda & Mr. Anant Sarda are shareholders	To take Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	51.64%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	2100.22%
Sarda Dairy & Food Products Ltd. Associate	To give Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	103.29%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	95.46%
Kamal Kishore Sarda Director in CIL	To take Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	51.64%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	707.82%

The company has been doing these transactions since long and all these transactions are continuing in nature executed at prevailing market prices. The transactions with the given related parties are in ordinary course of business and at arm's length basis in the sole interest of the business of the Company and all factors relevant to the respective contracts have been /will be considered and approved by the Audit Committee.

The members are further informed that no member(s) of the company being a related party or having any interest in the resolution as set out at item No. 5 shall be entitled to vote on this resolution.

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The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Mr. K.K. Sarma, Mr. Anant Sarma and Mr. Saurabh Rathi, Directors are interested in the resolution. Mr. K.K. Sarma is Chairman and Managing Director in Sarma Energy & Minerals Ltd. (SEML) and holds 1.56%, 17.78%, 10.10% and 0.92% shares in Sarma Energy & Minerals Ltd., Sarma Agriculture & Properties Pvt. Ltd., Prachi Agriculture & Properties Pvt. Ltd. and Sarma Dairy & Food Products Ltd. respectively. Mr. Anant Sarma belongs to promoter group of the Company and also of SEML and holds 2.23% shares in SEML. Mr. Anant Sarma also holds 8.80% shares in the Company. Mr. Saurabh Rathi is Director on the Board of Sarma Agriculture & Properties Pvt. Ltd., Prachi Agriculture & Properties Pvt. Ltd., Comienzo Agri Science Ltd. and Sarma Dairy & Food Products Ltd. and holds 0.02% shares in Sarma Dairy & Food Products Ltd. and 15% shares in Comienzo Agri Science Ltd.

Except the above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

ITEM No. 6

Considering the rich experience and enhanced level of participation brought in by the Non-executive Directors and keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their role, responsibilities and duties.

The Board of Directors of the Company, subject to the approval of members of the Company, proposed to remunerate the non-executive directors (i.e. directors other than the Managing Director and the Whole-time Directors) through payment of commission not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013.

Subsequently, the Members of the Company, at their 39th AGM held on 30th September, 2021, had approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company not exceeding one percent of the net profits of the Company. However, it does not include the approval with respect to payment of remuneration to Non-Executive Directors, in case of no/inadequate profits.

The Companies can pay remuneration to Non-Executive Directors in case of loss or inadequate profits, within the limits of Schedule V of the Act. However, the same is subject to approval of shareholders by way of an Ordinary Resolution.

Further, in terms of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) require approval of shareholders in general meeting.

As an enabling action, it is proposed to take approval of shareholders by way of an Ordinary resolution, for payment of remuneration to the Non-Executive Directors, for each of the three financial years commencing from the financial year 2022-23, not exceeding limit prescribed under Schedule V of the Act.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Mr. Kamal Kishore Sarma, Mr. Asit Kumar Basu, Mrs. Ritu Jain and Mr. Anant Sarma, the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, are interested in the resolution set out at Item No. 6 of the Notice. None of the Key Managerial Personnel's and their relatives, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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Item No. 7

The members of the Company at the Annual General Meeting held on 29th September, 2018 approved the maximum remuneration to be paid to Mr. Saurabh Rathi, Whole Time Director, including the minimum remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period.

Pursuant to provisions of Section 197 read with Schedule V of the Act, in the event of the Company has no profit/ inadequate profits in any financial year, remuneration can be paid to the wholetime directors as per the limits specified under Part II of Schedule V if an ordinary resolution has been passed for payment of remuneration for a period not exceeding three years.

The Company had inadequate profits/ no profits as per the computation under section 198 of the Companies Act, 2013 during the F.Y. 2018-19, 2019-20 & 2020-21, as such the approval of the members was valid upto the F.Y. 2020-21 only. Further, the Company incurred loss as computed under section 198 during the F.Y. 2021-22 but due to oversight, the approval of members could not be sought for payment of remuneration to Mr. Saurabh Rathi for the F.Y. 2021-22. Consequently, the managerial remuneration paid to Mr. Saurabh Rathi during the F.Y. 2021-22 exceeds the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto due to inadequate profits of the Company.

In accordance with Section 197(10), the approval of the shareholders by way of special resolution is required to grant waiver from recovery of excess remuneration paid thereof.

In lines with the provision as above, the approval of the shareholders is hereby sought by way of Special Resolution to waive excess managerial remuneration paid to Mr. Saurabh Rathi during the Financial Year 2021-22.

The Board of Directors recommends the Special Resolution set forth in Item No. 7 for approval of the Members.

Except Mr. Saurabh Rathi, being wholetime director, none of the other directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8

Mr. Saurabh Rathi was re-appointed as Whole time Director at 36th Annual General Meeting of the Company held on 29th September, 2018 with effect from 01st May, 2018 for a period of five years.

Further the Members, by way of an ordinary resolution at the 36th AGM, had approved the maximum remuneration to be paid to Mr. Saurabh Rathi, Whole Time Director, including the minimum remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period.

Pursuant to provisions of Section 197 read with Schedule V of the Act, in the event of the Company has no profit/ inadequate profits in any financial year, remuneration can be paid to the wholetime directors as per the limits specified under Part II of Schedule V if an ordinary resolution has been passed for payment of remuneration for a period not exceeding three years.

It is now proposed to obtain approval of the Members for payment of remuneration to wholetime director for the F.Y. 2022-23 as per the limits prescribed in Section 197 read with Schedule V thereto in the event of inadequate or no profits.

It may be noted that the main terms and conditions of appointment shall remain same as per the resolution passed by the members at the 36th Annual General Meeting of the Company held on 29th September, 2018.

Additional information as required under Schedule V of the Companies Act, 2013 is as under:

I. General Information:

1. Nature of Industry: The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India. Its income sources are agricultural activities, generation and selling solar power and non-banking activities which includes investing and loan giving activities. The Company has entered into real estate sector also.

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2. Date or expected date of commencement of commercial production: The Company was incorporated on April 21, 1982 and the Certificate of Commencement of Business was granted on August 5, 1982. Since then, the Company had commenced its business
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Particulars	F.Y. 2019-2020	F.Y. 2020-2021	F.Y. 2021-2022
Total Revenue from Operations	5157.94	6376.81	9564.71
Profit before tax	(4145.89)	247.33	3472.66
Net Profit as per section 198	(2532.91)	(3361.66)	(381.39)

5. Foreign Investments and Collaborations, if any : Nil

II. Information about the wholetime director:

- (1) Background details : Mr. Saurabh Rathi is a Post Graduate in Agriculture Science and having nearly 13 years of experience in Agriculture and General Management

- (2) Past Remuneration :

The remuneration drawn by Mr. Saurabh Rathi during last three (3) years as WTD are as under:

Sr. No.	Financial Years	Remuneration Paid (in lakhs)
1.	2019-20	Rs. 30.00
2.	2020-21	Rs. 30.00
3.	2021-22	Rs. 33.00

- (3) Recognition or awards : He is a gold medalist in Bachelor of Science (Indira Gandhi Agriculture University) for the year 2005
- (4) Job Profile and his suitability : He is currently responsible for General Administration and business development. Keeping in view his qualification and experience board is of opinion that his appointment is in the interest of the Company
- (5) Remuneration proposed : No Change in the remuneration approved at 36th AGM of the Company held on 29th September, 2018
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Director, remuneration paid to him is commensurate with remuneration of similar senior levels in similar sized domestic companies.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any : Mr. Saurabh Rathi does not have any pecuniary relationship directly or indirectly with the Company except for the position he is holding and he does not have any relationship with any managerial personnel in the Company

III. Other Information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: Profits are likely to be inadequate, due to challenging business environment. The Company is constantly endeavoring for Profitability improvement through cost optimization and taking appropriate steps to ensure profitability in future.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Except Mr. Saurabh Rathi, being wholetime director, none of the other directors and Key Managerial Personnel and their relatives, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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Item No. 9

As per the provisions of Section 186 of the Companies Act, 2013 ("Act"), the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of sixty per cent of the aggregate of the paid-up capital, free reserves and securities premium account or, hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company approving the same.

The Company is non-banking financial company registered with RBI. It's one of the main objects is to finance industrial undertakings. As such, the Company is exempted from the applicability of Section 186 of the Act except sub-section (1) thereof, with regard to the loan and investments made, guarantee given and security provided. However, as a matter of abundant caution the members of the company had, in 32nd AGM held on 27th September, 2014 empowered the Board of directors for making investments, providing loans or give guarantee or provide security in connection with loans to any person or other body corporate for an amount not exceeding Rs. 500 crore. The said limit was further modified in the 37th AGM held on 26th September, 2019 by way of Special Resolution, to an amount not exceeding Rs. 2500 crore.

However, as the Company give loans and make investments in the ordinary course of business, it is now proposed to obtain approval of shareholders by passing a fresh resolution to rescind/ cancel all the earlier resolutions (special or ordinary) passed till date to the extent they relate to the provisions of section 186 of the Companies Act, 2013 except sub-section (1) thereof, and rules made thereunder with respect to investments made, loans given, guarantees given and/or security provided.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the resolution.

By order of the Board of Directors
For, Chhatisgarh Investments Ltd.

Place: Raipur (C.G)
Date: 12th August, 2022

Sd/-
(Shalini Bhattacharya)
Company Secretary

Registered Office:
Chhatisgarh Investments Limited
CIN : L67120MH1982PLC331831
73-A, Central Avenue
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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, as amended]**

CIN: L67120MH1982PLC331831
Name of the company: Chhatisgarh Investments Limited
Registered office: 73-A, Central Avenue, Nagpur (M.H.) 440018

Name of Shareholder(s)	:	
Registered Address	:	
E-mail id	:	
Folio No. / Client ID	:	
DP ID	:	

I/We, being the member (s) of Chhatisgarh Investments Ltd., holding shares of the above named Company, hereby appoint:

- Name : _____
Address : _____
E-mail id : _____
Signature : _____, or failing him
- Name : _____
Address : _____
E-mail id : _____
Signature : _____, or failing him
- Name : _____
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 40th Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2022 at 3.00 p.m. at 73-A, Central Avenue, Nagpur (M.H.) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	FOR	AGAINST
1.	Adoption of audited standalone and consolidated financial statements of the Company including Report of Board of Directors and Auditors for the F.Y. 2021-22		
2.	Declaration of dividend on Equity Shares for the F.Y. 2021-22		
3.	Re-appointment of Mr. Kamal Kishore Sarda as Director		
4.	Appointment of M/s. Prem Chand & Co. as Statutory Auditors		
5.	Approval for Material Related Party Transactions		
6.	Approval for Commission to Non Executive Directors of the Company		
7.	Approval for waiver from recovery of remuneration paid in excess of maximum permissible limits under the Act to Whole Time Director		
8.	Approval for remuneration to Wholetime Director in case of inadequate or no Profits for the F.Y. 2022-23		
9.	Approval to rescind/ cancel the resolutions passed by members under section 186 of the Companies Act, 2013		

Affix
Revenue
Stamp



CHHATISGARH INVESTMENTS LIMITED

CIN: L67120MH1982PLC331831

Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: 7773014301 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in

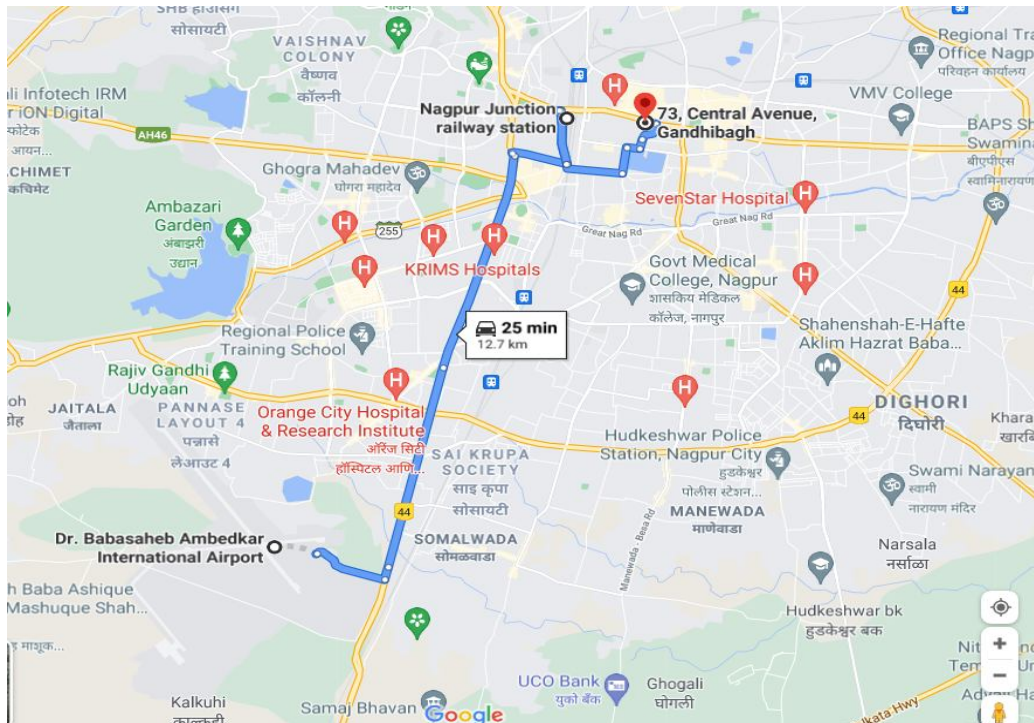
Signed this day of 2022

Signature of shareholder/ Signature of Proxy holder(s)

Notes

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. **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.**
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
5. Please put a (X) in the appropriate column against the resolutions indicated in the box.
6. Undated proxy form will not be considered valid.
7. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Venue of 40th AGM



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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

Registered Folio No. / DP ID-Client ID	
Name of Shareholder	
Address	

I certify that I am a registered Shareholder of the Company and hold _____ shares.

I hereby record my presence at the 40th ANNUAL GENERAL MEETING of the Company, at 73-A, Central Avenue, Nagpur (M.H.) - 440018 to be held on Thursday, 29th September, 2022 at 3.00 p.m. and at any adjournment thereof.

Member's/Proxy's signature

NOTES:

1. A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance duly signed.
2. If you intend to appoint a proxy, please complete the proxy form and deposit it at the Company's Registered Office at least 48 hours before the meeting.
3. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

-----Cut here-----

E-Voting Particulars

EVEN (E Voting Event Number)	USER ID	PASSWORD

**CHHATISGARH INVESTMENTS LIMITED**

CIN: L67120MH1982PLC331831

Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: 7773014301 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in

Bigshare Services Private Limited

S6-2, 6th Floor, Pinnacle Business Park

Next to Ahura Centre,

Mahakali Caves Road, Andheri East

Mumbai-400093

Dear Sirs,

UPDATION OF SHAREHOLDERS INFORMATION

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY. Please TICK whichever is applicable.

General Information

Folio No. / DP ID-Client ID	:	
Name of first named shareholder	:	
Address#	:	
PAN*	:	
CIN/Registration No.* (for corporate shareholders only)	:	
Telephone No. (with STD Code)	:	
Mobile No.	:	
Email Id	:	

* Self attested copy of the document is enclosed

Self certified of address proof (Voter Id/ Telephone Bill/ Electricity Bill/ Bank Statement. Telephone bill/Bank Statement/Electricity should be of a latest date and in any even must not be older than 3 months)

Bank Details

Bank Name	:	
Branch Address	:	
Branch Code	:	
Account type (Savings/Current/Cash Credit)	:	
Account No.@	:	
MICR Code (9 digit)	:	
IFSC (11 digit)	:	

@ Please enclose a blank cancelled cheque to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above/any other reason beyond the control of the Company/R & T Agent, Chhatisgarh Investments Limited and/or Bigshare Services Private Limited will not be held responsible. I/We undertake to inform any subsequent changes in the above particulars as and when changes take place.

Place:

Date:

Signature of Sole/First shareholder