



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

NOTICE is hereby given that the Extra Ordinary 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, 20th July, 2023 at 2.00 p.m. to transact the following business:

SPECIAL BUSINESS

1. 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 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), reenactment(s) or substitution(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto (“SEBI Listing Regulations”) and subject to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include the Nomination and Remuneration Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded for reappointment of Mr. Saurabh Rathi (DIN: 00014178) as Wholetime Director of the Company for a period of three years with effect from 1st May 2023, not liable to retire by rotation, on the following terms and conditions:

Salary : Such sum as may be approved by the Board of Directors within the scale of Rs. 100,000/- to Rs. 5,00,000/- p.m. The increment will be merit based and take into account the Company’s performance.

Perquisites : In addition to the Salary, within the overall ceiling of 100% of the annual salary, Mr. Saurabh Rathi will be entitled to such perquisites in such form and manner as the Board of Directors of the Company may decide, including but not restricted to the following:

- a) Furnished accommodation with expenditure on gas, electricity, water and maintenance and repair thereof, or House Rent Allowance and House Maintenance Allowance with expenditure on gas, electricity, water and furnishings.
 - b) Leave Travel Allowance for self and family
 - c) Medical expenses and medical insurance for self and family
 - d) Personal Accident Insurance
 - e) Club Fees
- and such other perquisites and allowance in accordance with the Rules of the Company or as may be agreed by the Board of Directors.

For the purpose of calculating the ceiling of 100% as mentioned above, perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.



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Provision for use of Company's car and telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites for the purposes of calculating such ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable, and encashment of leave at the end of the tenure shall not be included in the computation of limits for remuneration or perquisites as aforesaid.

Note- 'Family' for the purpose shall mean the spouse, the dependent children and the dependent parents of Mr. Saurabh Rathi

Commission : Such sum by way of commission, in addition to salary, perquisites and allowances payable, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Nomination & Remuneration Committee of the company at the end of each financial year, subject to the overall ceiling stipulated under the Companies Act, 2013 and Rules made thereunder.

Compensation for loss of office : In the event of loss of office of the Whole Time Director, he shall be paid compensation in the manner and to the extent permissible under the provisions of the Companies Act, 2013.

Minimum Remuneration : Notwithstanding the above, where in any financial year during the currency of term of office of Mr. Saurabh Rathi, the company has made no profits or its profits are inadequate, the company shall pay salary, performance incentive, perquisites and allowances (except commission) as specified above to Mr. Saurabh Rathi subject to the limits as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that during his tenure, Mr. Saurabh Rathi, shall perform such functions as may be conferred upon him by the Board of Directors from time to time.

RESOLVED FURTHER that consent of the Board be and is also hereby accorded to suitable interchange between various heads of remuneration for meeting any statutory requirements, subject to the condition that the ceiling given herein above are not breached."

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

Sd/-

(Shalini Bhattacharya)

Company Secretary

Place: Raipur (C.G)

Date: 29.05.2023

Registered Office:

Chhatisgarh Investments Limited

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NOTES:

- 1. A member entitled to attend and vote at the Extra-ordinary 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. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, 13th July 2023 (“Cut-off Date”) received from the Depositories and whose e-mail address is registered with the Company / RTA / Depositories The Notice is being sent in electronic form only and the physical copy of the Notice will not be sent to the Members unless any member requests for a hard copy of the same.**
- 4. Members may note that the Notice calling the EGM will also be available on the website of the Company at www.cginvest.co.in. The Notice can also be accessed from the 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 M/s. Bigshare Services Pvt. Ltd. (agency for providing the Remote e-Voting facility) i.e. www.bigshareonline.com.**
- 5. 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), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a member using remote e-voting system will be provided by Bigshare Services Pvt. Ltd. Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently. A person who is not a Member as on cut-off date should treat this Notice for information purpose only. 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, 13th July, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.**
- 6. 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 EGM through ballot in a fair and transparent manner. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting through ballot 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 on or before Saturday, 22nd July, 2023 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 Exchanges, 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 Bigshare Services Pvt. Ltd. i.e., www.bigshareonline.com. Subject to receipt of requisite number**



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of votes, the Resolutions shall be deemed to have been passed on the date of the EGM i.e., 20th July, 2023.

7. Procedure for obtaining EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with Registrar & Transfer Agent on physical folios:

In terms of the MCA Circulars and SEBI Circular, the Company has sent, Notice of EGM and remote e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered 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 and in consequence Notice of EGM and remote e-voting notice could not be serviced, may also temporarily get their email address / contact details by writing to Company’s R&T Agent for sending the same.
8. 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.
9. 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.
10. Relevant documents referred to in the accompanying Notice 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.

11. The instructions for shareholders for remote e-voting are as under:-

- i) 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), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a member using remote e-voting system will be provided by Bigshare Services Pvt. Ltd.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders

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would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- iii) The remote e-voting period commences on Monday, 17th July, 2023 (9.00 a.m. IST) and ends on Wednesday, 19th July, 2023 (5.00 p.m. IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 13th July, 2023, may cast their vote by remote e-voting. 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 13th July, 2023. The remote e-voting module shall be disabled by Bigshare Services Pvt. Ltd. for voting thereafter.
- iv) Shareholders who have already voted prior to the meeting date through remote e-voting will be eligible to attend the EGM but would not be entitled to vote at the meeting venue. Those Members, who will be present at the EGM and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through ballot paper at the EGM.
- v) The detailed steps on the process and manner for remote e-voting are as follows:

1. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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 able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote



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	website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. 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 hold 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
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. After Successful login, you will be able to see e-Voting option. Once you 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 abovementioned website.

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

Login type	Helpdesk details
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 and 22-23058542-43.
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



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2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’(User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID**as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE:If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login,**Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.



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3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**Investor ID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (FAQs) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.



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- vi) 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:
- 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
 - 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** i.e.. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - Alternatively shareholder/members may send a request to investor@bigshareonline.com for procuring user id and password for e-voting by providing above mentioned documents.
- vii) The instructions for Members for voting at the EGM:
- Shareholders who have voted through remote e-voting will be eligible to attend the EGM 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 EGM.
 - 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 EGM through ballot paper.
 - The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
- viii) General Guidelines for shareholders
- Institutional shareholders (i.e. other than individuals, HUF, NRI 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 ivote@bigshareonline.com.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

By order of the Board of Directors
For, Chhatisgarh Investments Ltd.
Sd/-
(Shalini Bhattacharya)
Company Secretary

Place: Raipur (C.G)
Date: 29th May, 2023
Registered Office:
Chhatisgarh Investments Limited
CIN : L67120MH1982PLC331831
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Nagpur (MH) – 440018
E-mail : cil_rpr@rediffmail.com

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

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

The term of Mr. Saurabh Rathi, wholetime director of the company expired on 30th April, 2023. Mr. Saurabh Rathi aged about 40 years, is a Post Graduate in Agriculture Science from PUSA University and is a recipient of Junior Research Fellowship from Government of India. He was a gold medalist in Bachelor of Science (Indira Gandhi Agriculture University) for the year 2005. He has nearly 14 years of experience in operation, management and general administration. Presently he is responsible for planning and overall management of the Company.

Keeping in view his experience, the Board of Directors of the company in its meeting held on 14th February, 2023 had, on the recommendation of the Nomination & Remuneration Committee and subject to the approval/consent of the members in the general meeting, approved the re-appointment of Mr. Saurabh Rathi as wholetime director of the company for a further period of 3 years w.e.f. 1st May, 2023, not liable to retire by rotation and remuneration payable to him.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits specified, subject to the fulfillment of conditions prescribed therein.

Since the appointment/re-appointment of a Director and remuneration payable to him/her is required to be confirmed by the members in the General Meeting, the Board recommends the Ordinary Resolution for the approval of the members.

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 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.
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:

(Rs. in lakhs)

Particulars	F.Y. 2020-2021	F.Y. 2021-2022	F.Y. 2022-2023
Total Revenue from Operations	6376.81	9564.71	7580.93
Profit before tax	247.33	3472.66	121.69
Net Profit as per section 198	(3331.66)	(348.40)	(23.23)

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 14 years of experience in operation, management and General Management

**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

(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.	2020-21	Rs. 30.00
2.	2021-22	Rs. 33.00
3.	2022-23	Rs. 39.00

- (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 planning, 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 : As per proposed resolution
- (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 Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors, if any.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Saurabh Rathi, no other director or Key Managerial Personnel or their relatives are interested, whether financially or otherwise in the resolution, except to the extent of their shareholding, if any.

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

Sd/-
(Shalini Bhattacharya)
Company Secretary

Place: Raipur (C.G)
Date: 29th May, 2023
Registered Office:
Chhatisgarh Investments Limited
CIN : L67120MH1982PLC331831
73-A, Central Avenue
Nagpur (MH) – 440018
E-mail : cil_rpr@rediffmail.com

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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 Extraordinary General Meeting of the Company, to be held on Thursday, the 20th day of July, 2023 at 2.00 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	Reappointment of Mr. Saurabh Rathi as Wholetime Director of the Company for a period of three years with effect from 1 st May 2023, not liable to retire by rotation.		

Signed this day of 2023

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy holder(s)



CHHATISGARH INVESTMENTS LIMITED

CIN: L67120MH1982PLC331831

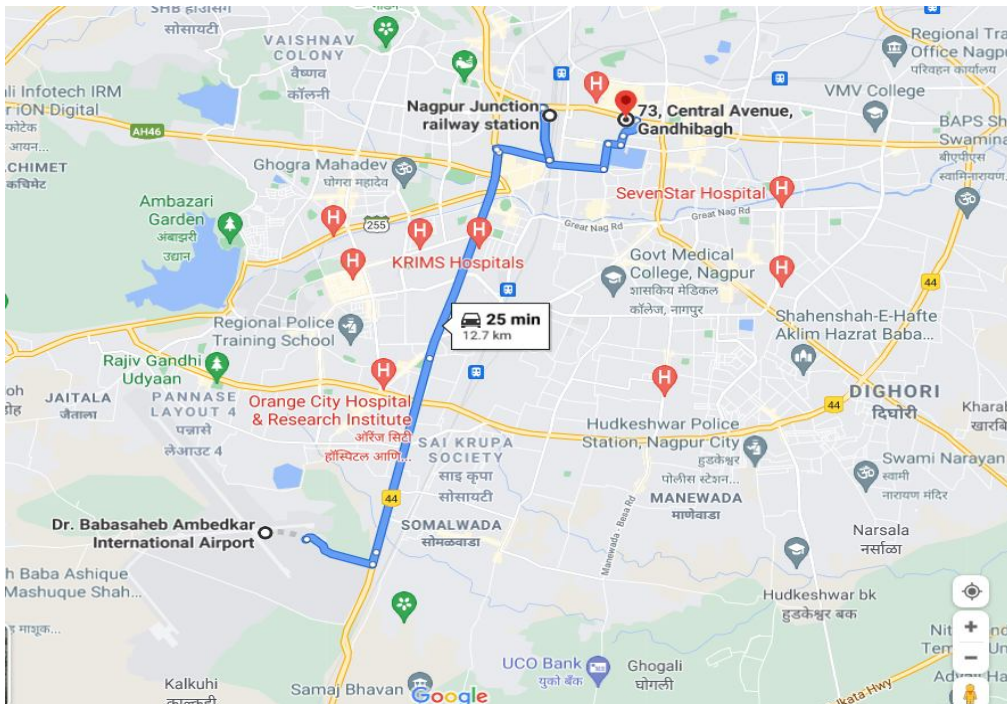
Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018

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

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 EGM



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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 EXTRAORDINARY GENERAL MEETING of the Company, at 73-A, Central Avenue, Nagpur (M.H.) - 440018 to be held on Thursday, 20th July, 2023 at 2.00 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 for reference at the meeting.

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

E-Voting Particulars

EVEN (E Voting Event Number)	USER ID	PASSWORD