

**CHHATISGARH INVESTMENTS LIMITED**

CIN: L67120MH1982PLC331831

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

Ph: 0771-2214211 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in

NOTICE TO MEMBERS

NOTICE is hereby given that the 42nd 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 Wednesday, 25th September, 2024 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, 2024 along with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend @ Rs. 300/- per equity share (3000%) on equity shares for the financial year ended 31st March, 2024.
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.
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, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) 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)” and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Ajay Sindhwani & Co., Chartered Accountants (Firm Registration No. 015455C), who have provided their written consent for appointment as auditors, and also provided their eligibility certificate as per the Rule 4 of the Auditor Rules and as per the relevant RBI Guidelines, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 42nd Annual General Meeting (AGM) till the conclusion of the 45th AGM of the Company to be held in the year 2027 on the terms and conditions as may be mutually agreed between the Board of Directors of the Company and the Auditors plus applicable taxes and reimbursement of out of pocket expenses, as may be incurred by the Auditors in connection with the audit of financial statements of the Company during their tenure as the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorized to do all necessary acts, deeds, things and matters, and execute all such documents, as may be necessary in this regard from time to time to give effect to this resolution.”

SPECIAL BUSINESS

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(4) 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:

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(Estimated value of transaction per annum)

Sr. No.	Name of Related Party	Nature of Transaction	Amount of Transaction (Rs. In Crores) (max. o/s at any given point of time)
1.	Sarda Dairy & Food Products Ltd.	To give Loan	Rs.120.00
2.	Comienzo Agri Science Ltd.	To give Loan	Rs. 50.00
3.	Sarda Energy & Minerals Ltd.	To give Loan	Rs. 200.00
4.	Sarda Energy & Minerals Ltd.	To take Loan	Rs. 500.00
5.	Sarda Agriculture & Properties Pvt. Ltd.	To take Loan	Rs.150.00
6.	Prachi Agriculture & Properties Pvt. Ltd.	To take Loan	Rs.75.00

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 agreements, 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 Special Resolution:

“RESOLVED that in accordance with the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the Members be and is hereby accorded for payment of commission of Rs. 75,00,000/- (Rupees Seventy Five Lakhs only) to Mr. Anant Sarda, Non-Executive Director, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company, within the overall limit of one percent of the net profits of the Company, for the financial year 2023-24 as approved by the members at the Annual General Meeting held on 29th September, 2022.

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

(Shalini Bhattacharya)
Company Secretary

Place: Raipur (C.G)

Date: 10th August, 2024

Registered Office:

Chhatisgarh Investments Limited

CIN : L67120MH1982PLC331831

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E-mail : cil_rpr@rediffmail.com



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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”/ “AGM”) 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 line with circulars issued by Ministry of Corporate Affairs and the Securities & Exchange of India, Electronic copy of the Annual Report for the financial year (FY) 2023-24, the Notice of the 42nd 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/RTA/Depository Participants.

Physical copy of the Annual Report for the FY 2023-24, the Notice of the 42nd 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 2023-24 and the Notice of the 42nd 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 Bigshare Services Pvt. Ltd. (agency for providing the Remote e-Voting facility) i.e. www.bigshareonline.com.

4. Procedure for obtaining the Annual Report, AGM 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.

- 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.

5. 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.

6. 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.

7. The Record Date for determining eligibility of Members for payment of dividend for F.Y. 2023-24 has been fixed as 6th September 2024.

8. 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).



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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.

- Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA.

The forms for updation of PAN, KYC, Bank details and Nomination are available on our website at www.cginvest.co.in. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at investor@bigshareonline.com. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

- Members may please note that SEBI 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.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company’s website www.cginvest.co.in. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no(s).
- 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 Notice will also be 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.
- 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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14. 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, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 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.

The Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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., Wednesday, 18th September, 2024 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

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 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 within two working days of the conclusion of AGM 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 Bigshare Services Pvt. Ltd. i.e., www.bigshareonline.com. 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., 25th September, 2024.

- ii) The remote e-voting period commences on Saturday, 21st September, 2024 (9.00 a.m. IST) and ends on Tuesday, 24th September, 2024 (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 Wednesday, 18th September, 2024, 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 18th September, 2024. The remote e-voting module shall be disabled by Bigshare Services Pvt. Ltd. for voting thereafter.
- iii) Shareholders who have already voted prior to the meeting date through remote e-voting will be eligible to attend the AGM but would not be entitled to vote at the meeting venue. 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.
- iv) 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.



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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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 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. 5. 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 6. 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 Share holders (holding securities in	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

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demat mode)
login through
their
**Depository
Participants**

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 toll free No. 1800 22 55 33.
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.com or call at 022-48867000.

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 your ‘**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.



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- 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 “**INFAVOUR**”, “**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.

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 “**InvestorID.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.

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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, 022-62638338

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:

- 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 i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- c. 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.

15. 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.

16. General Guidelines for shareholders:

- a) 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. authorising authorized representative(s) to vote, to the Scrutinizer by e-mail to corporategovernance03@gmail.com with a copy marked to ivote@bigshareonline.com.
- b) 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.

Place: Raipur (C.G)
Date: 10th August, 2024

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

**CHHATISGARH INVESTMENTS LIMITED**

CIN: L67120MH1982PLC331831

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

Ph: 0771-2214211 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in

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 6 mentioned in the accompanying Notice.

ITEM No. 4

Members of the Company at the 40th Annual General Meeting had approved the re-appointment of M/s. Prem Chand & Co., Chartered Accountants (Registration No.000275C), (“Retiring Auditors”) as the Statutory Auditors of the Company to hold office for a term of 2 (two) consecutive years from the conclusion of 40th Annual General Meeting till the conclusion of the 42nd Annual General Meeting. M/s. Prem Chand & Co., will complete their present term on conclusion of 42nd 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.

The Board of Directors of the Company (“the Board”), at its meeting held on 10th August, 2024, after considering the experience and expertise and on the recommendation of the Audit Committee, has proposed to the Members of the Company appointment of M/s. Ajay Sindhwani & Co. (Registration No. 015455C), as Statutory Auditors of the Company in place of the Retiring Auditors, for a term of 3 (three) consecutive years from the conclusion of 42nd Annual General Meeting till the conclusion of the 45th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. Ajay Sindhwani & 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	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 2027. M/s. Ajay Sindhwani & 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. The Board of Directors upon recommendation of Audit Committee have recommended the appointment of M/s. Ajay Sindhwani & Co., Chartered Accountants as the Statutory Auditors of the Company
Material change in fee payable	No material change in the remuneration proposed to be paid to the new Statutory Auditors and the remuneration paid to the Retiring Auditors
Basis of recommendation and auditor credentials	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.



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	The firm M/s. Ajay Sindhvani & Co., Chartered Accountants (FRN 015455C), was constituted in 2010 and is registered with the Institute of Chartered Accountants of India (ICAI). M/s. Ajay Sindhvani & Co. renders comprehensive professional services in the areas of Auditing, Internal Auditing, Income Tax Consultancy, Project Financing etc. The firm has experience in various sectors including banks.
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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 the members of the Company approved such transactions by passing ordinary resolution.

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(4) 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	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;	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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				<p>on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);</p>	<p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <p><input type="checkbox"/> nature of indebtedness</p> <p><input type="checkbox"/> cost of funds; and</p> <p><input type="checkbox"/> tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>			
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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	28.10%	<p>i) Own Funds</p> <p>ii) Not Applicable</p> <p>iii) Unsecured Loan; Repayable on demand, at prevailing rate of Interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.</p> <p>iv) Funds shall be utilized for business activities.</p>	As CIL is the Promoter entity, the success of the borrower entity is in the interest of CIL.	Not Applicable	87.87%
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	11.71%	<p>i) Own Funds</p> <p>ii) Not Applicable</p> <p>iii) Unsecured Loan; Repayable on demand, at prevailing rate of Interest not lower than the prevailing yield of one year, three year, five year or ten year Government</p>	As CIL is the Promoter entity, the success of the borrower entity is in the interest of CIL.	Not Applicable	228.10%




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					Security closest to the tenor of the loan. iv) Funds shall be utilized for business activities.			
Sarda Energy & Minerals Ltd. (SEML) Associate	To give Loan. All transactions to be entered into are at arm's length	Repayable on demand	As detailed in the proposed resolution	46.83%	i) Own Funds ii) Not Applicable iii) Unsecured Loan; Repayable on demand, at prevailing rate of Interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan. iv) Funds shall be utilized for business activities.	The Company belongs to promoter group of SEML. In case the Company has surplus, as a safe avenue it is proposed to give loan to SEML.	Not Applicable	5.17%
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	117.07%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	12.93%
Sarda Agriculture &	To take Loan. All	Repayable on demand	As detailed in the	35.12%	Not Applicable	Arrangement is comer-	Not Applicable	59376.05%

	CHHATISGARH INVESTMENTS LIMITED CIN: L67120MH1982PLC331831 Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018 Ph: 0771-2214211 Email: cil_rpr@rediffmail.com website: www.cginvest.co.in	

Properties Pvt. Ltd. Promoter Group	transactions to be entered into are at arm's length.		proposed resolution			cially beneficial for Company's NBFC operations		
Prachi Agriculture & Properties Pvt. Ltd. Promoter Group	To take Loan. All transactions to be entered into are at arm's length.	Repayable on demand	As detailed in the proposed resolution	17.56%	Not Applicable	Arrangement is commercially beneficial for Company's NBFC operations	Not Applicable	1140.72%

*CIL – Chhatisgarh Investments Ltd.

The company has been doing these transactions since long and all these transactions are continuing in nature executed at prevailing market rates. 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 limit of loan to Sarda Dairy & Food Products Ltd. (SDFPL) is proposed to be increased since SDFPL has reached its breakeven point. To make its venture profitable, SDFPL needs additional fund support to meet its capex and other business requirements. Being promoter Company, CIL may lend fund to SDFPL for shorter durations. Further, with respect to the limit proposed for giving loan to Sarda Energy & Minerals Ltd. (SEML), members are informed that SEML has proposed to acquire SKS Power Generation (Chhatisgarh) Ltd. under Insolvency and Bankruptcy Code. For the purpose SEML may need funds for temporary period. Hence, the enabling shareholders' approval is proposed. This limit will be utilized only after the full repayment of the loan taken from SEML.

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.

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

Mr. Kamal Kishore Sarda, Mr. Anant Sarda and Mr. Saurabh Rathi, Directors and their relatives are interested in the resolution. Mr. Kamal Kishore Sarda is Promoter and Chairman & Managing Director in Sarda Energy & Minerals Ltd. (SEML). Mr. Anant Sarda belongs to promoter group of SEML. Mr. Saurabh Rathi is Director on the Board of Sarda Agriculture & Properties Pvt. Ltd. (SAPPL), Prachi Agriculture & Properties Pvt. Ltd. (PAPPL), Comienzo Agri Science Ltd. (CSAL) and Sarda Dairy & Food Products Ltd. (SDFPL).

Shareholding of Directors and Promoters in the related party companies is as under:

Related Parties Names	SEML	SAPPL	PAPPL	SDFPL	CASL
Saurabh Rathi	--	--	--	Less than 2%	20.00%
Kamal Kishore Sarda	Less than 2%	17.78%	10.10%	Less than 2%	Less than 2%
Anant Sarda	2.23%	12.22%	15.86%	--	--
Pankaj Sarda	Less than 2%	--	4.04%	--	Less than 2%
Uma Sarda	3.43%	16.67%	18.18%	--	--
Vipula Sarda	Less than 2%	--	11.82%	Less than 2%	--
Vivaan Sarda	--	12.22%	--	--	--
Ghanshyam Sarda	Less than 2%	Less than 2%	20.00%	Less than 2%	--

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Manish Sarda	2.14%	10.00%	10.00%	Less than 2%	Less than 2%
Neeraj Sarda	1.99%	10.00%	10.00%	Less than 2%	--
Veena Sarda	1.99%	18.00%	--	--	--
SAPPL	7.33%	--	--	19.00%	15.00%
PAPPL	4.44%	--	--	6.12%	10.00%

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

Pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Members of the Company at the Annual General Meeting held on 29th September, 2022 had approved the payment of Commission upto 1 (one) percent of the net profits of the Company to the non executive directors of the Company in addition to the sitting fees for attending the meetings of the Board of Directors/ Committee(s) and re-imburement of expenses in relation thereto.

Keeping in view the valuable contribution, responsibilities and the time devoted by the Non-Executive Directors, the Board of Directors on the recommendation(s) of Nomination and Remuneration Committee has recommended and approved the payment of Commission of Rs. 75,00,000/- to Mr. Anant Sarda, Non-executive Director, for the financial year 2023-24, which exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

Pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of shareholders by special resolution is required to be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

Since, the commission amount payable to Mr. Anant Sarda exceeds fifty per cent of the total remuneration payable to all Non-Executive Directors for the year ended March 31, 2024, approval of the shareholders is sought by way of special resolution.

The Board recommends the Special Resolution, as set out at Item No. 6 of the Notice, for approval by the Members of the Company.

Except Mr. Anant Sarda, Mr. Kamal Kishore Sarda and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise, in the proposed Special Resolution set out at Item No. 6 of the Notice.

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

Sd/-
(Shalini Bhattacharya)
Company Secretary

Place: Raipur (C.G)
Date: 10th August, 2024
Registered Office:
Chhatisgarh Investments Limited
CIN : L67120MH1982PLC331831
73-A, Central Avenue
Nagpur (MH) – 440018
E-mail : cil_rpr@rediffmail.com

**CHHATISGARH INVESTMENTS LIMITED**

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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 42nd Annual General Meeting of the Company, to be held on Wednesday, the 25th day of September, 2024 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. 2023-24		
2.	Declaration of dividend on Equity Shares for the F.Y. 2023-24		
3.	Re-appointment of Mr. Kamal Kishore Sarda as Director		
4.	Appointment of M/s. Ajay Sindhvani & Co. as Statutory Auditors		
5.	Approval for Material Related Party Transactions		
6.	Approval for payment of commission to Mr. Anant Sarda, Non-Executive Director, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors		

Signed this day of 2024

Affix Revenue Stamp

Signature of shareholder/ Signature of Proxy holder(s)



CHHATISGARH INVESTMENTS LIMITED

CIN: L67120MH1982PLC331831

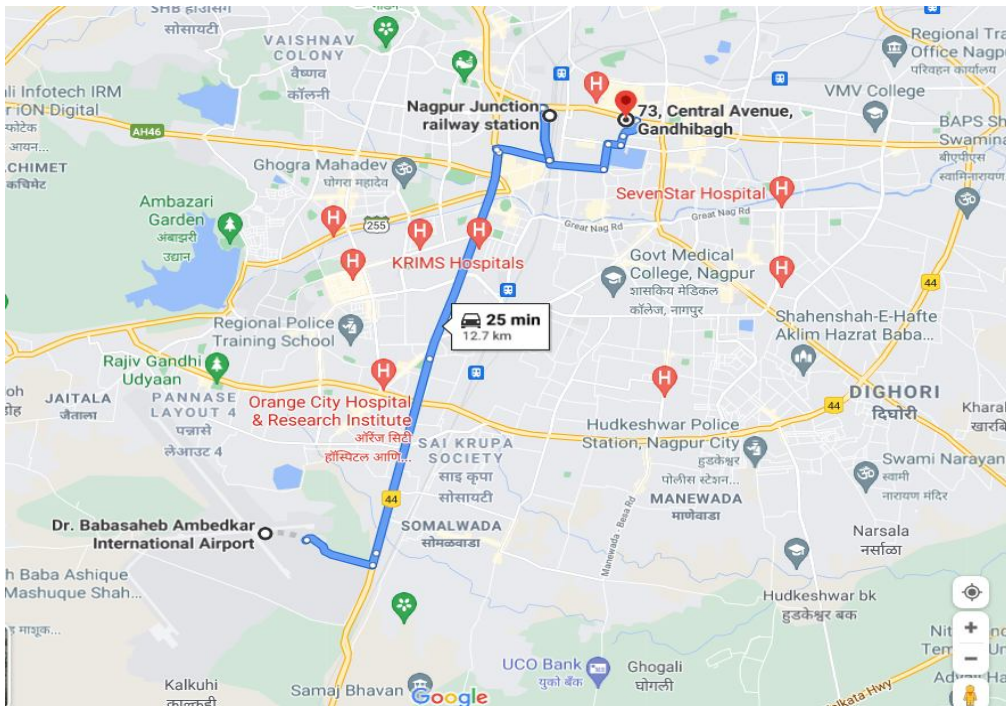
Regd. Off: 73-A, Central Avenue, Nagpur (M.H.) 440018

Ph: 0771-2214211 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 42nd AGM



**CHHATISGARH INVESTMENTS LIMITED**

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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 42nd ANNUAL GENERAL MEETING of the Company, at 73-A, Central Avenue, Nagpur (M.H.) - 440018 to be held on Wednesday, 25th September, 2024 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