

NOTICE

THE BOBY CHEMMANUR INTERNATIONAL GROUP

Notice is hereby given that the Third Annual General Meeting of M/s. Chemmanur International Holidays and Resorts Limited (Erstwhile Chemmanur International Holidays and Resorts Private Limited.) will be held on Tuesday, the 30th day of November 2021 at 11.00 AM at the registered office of the company at Door No.25/2216A, Mangalodhayam Building Thrissur - 680001 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited balance sheet as at 31st March, 2021 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and the Auditors thereon.
2. To consider and appoint Directors in place of Mr. JOPAUL (DIN: 06954865), who retires by rotation and being eligible offers himself for reappointment,

"RESOLVED THAT Mr. JOPAUL (DIN: 06954865), who retires by rotation and being eligible to offers himself for reappointment be and hereby re-appointed as Director of the Company liable to retire by rotation.

Special Business

3. Ratification/ Approval of Related Party Transactions

To pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related party within the meaning of Section 2(76) of the Act on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value as determined by the board of directors subject to limits/thresh hold specified under the act for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

FURTHER RESOLVED THAT the members hereby ratify the related party transactions between the Company and its related party, for the financial years 2019-20 & 2020-21, at arm's length basis and in the ordinary course of business,

Chemmanur International Holidays and Resorts Ltd.

Registered Office: Door No - 25/2216A, Mangalodhayam Building, Thrissur, Kerala - 680 001.

Corporate Office: Kanakia Wall Street, B-Wing, Office No - 507/508, Andheri - Kuria Road, Mumbai - 400 093 | CIN - U55209IN2018PTC053765

www.cluboxygen.net | info@cluboxygen.net | 022 - 62770008



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

4. Regularization of Additional Director, Mr. JOSEPH ERINJERY (DIN: 08767274) as Director of the company.

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

"RESOLVED THAT Mr. JOSEPH ERINJERY (DIN: 08767274), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting of the Company by the Board of Directors with effect from December 29, 2020 u/s 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. To appoint the statutory Auditors of the company and fix their remuneration

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for appointment of Statutory Auditor:

"RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies[Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, partner of SKAD and Associates Chartered Accountants 205, New Udyog Mandir 2, Moghul Lane, Mahim, Mumbai 400016 be and is hereby appointed as the Statutory Auditors of the Company to hold the office for the term of One year beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the Next Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company".



FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions."

**By the order of the Board of Directors
For Chemmanur International Holidays and Resorts Limited**

**SD/-
Mr. Jopaul
Director
(DIN: 06954865)**

**Place: Thrissur
Date: 08.11.2021**



NOTES:-

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself and such proxy need not be a member of the company.
- 2) Proxy form duly completed must be sent so as to reach the registered office of the company not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
- 3) Route map and prominent land mark showing the exact location of the venue of annual general meeting is annexed to the notice.
- 4) Explanatory Statement pursuant to section 102 (1) of Companies Act, 2013 in respect of special business are annexed hereto and forms part of the notice.
- 5) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days from 10.00 a.m. to 5.30 p.m. except holidays up to the date of the meeting

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

Special Business

Item 3.

Ratification/ Approval of Related Party Transactions

As our company Chemmanur international holidays and resorts Ltd is a part of chemmanur group related party transaction may be necessary for the smooth functioning of whole group. In order to specify the limit for those transactions to be entered with related parties' approval of shareholders is necessary as per the applicable provisions of the act. Hence the company is required to take approval for those related party transaction mentioned under section 188 of companies act 2013.

Item 4.

Regularization of Additional Director Mr. JOSEPH ERINJERY (DIN: 08767274) as the Director of the Company

Mr. JOSEPH ERINJERY (DIN: 08767274) was appointed as Additional Director with effect from 29th December, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. JOSEPH ERINJERY on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Item 5.

To appoint the statutory Auditors of the company and fix their remuneration

The present Statutory Auditors of the company, M/s. (SKAD and Associates, Chartered Accountants, 205, New Udyog Mandir 2, Moghul Lane, Mahim, Mumbai 400016 were appointed for a period of One year at the Annual General Meeting held on (2020)They will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014.



The Board of Directors of the Company ('the Board'), recommended for the approval of the Members, the Appointment of M/s. (SKAD and Associates Chartered Accountants, 205, New Udyog Mandir 2, Moghul Lane, Mahim, Mumbai 400016 as the Auditors of the Company for a period of One year from the conclusion of this AGM till the conclusion of the Next AGM. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Resolution for your approval.



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]

CIN- U55209KL2018PLC053765

Name of the company: M/s. **Chemmanur International Holidays and
Resorts Limited**

Regd. Office- Door No.25/2216A, Mangalodhayam Building Thrissur -
680001 Email Id: jcs1@chemmanurinternational.com

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named
company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our
behalf at the Third Annual General Meeting of the company, to be held on
Tuesday, 30th day of November, 2021 at 11 A M at the registered office of the
company and at any adjournment thereof in respect of such resolutions as
are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
Ordinary Business:			
1.	To consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2021 and Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2021 together with the Report of the Board of Directors and Auditors' thereon.		
2.	To consider and appoint Directors in place of Mr. JOPPAUL (DIN: 06954865), who retires by rotation and being eligible offers himself for reappointment,		
Special Business			
3.	Ratification/ Approval of Related Party Transactions		
4.	Regularization of Additional Director, Mr. JOSEPH ERINJERY (DIN: 08767274) as Director of the company.		
5.	To appoint the statutory Auditors of the company and fix their remuneration		

*Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Signature of Shareholder

Signature of Proxy holder

Affix Revenue Stamps

Note:

1. 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.
2. The proxy need not be a member of the company

Chemmanur International Holidays and Resorts Limited
CIN: U55209KL2018PLC053765
Reg. Office: Door No.25/2216A, Mangalodhayam Building Thrissur - 680001

ATTENDANCE SLIP

Annual General Meeting, Tuesday, 30th day of November, 2021 at 11 AM

Regd. Folio No _____

No. of shares held _____

I certify that I/We am/are a registered shareholder (s) /proxy (ies) for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on Tuesday, 30th November, 2021 at 11:00 a.m at the registered office of the Company situated at : Door No.25/2216A, Mangalodhayam Building Thrissur - 680001 , India.

Name and Address of Equity Shareholder:

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Name and Address of the Proxy (to be filled in by the proxy attending instead of the Equity Shareholder):

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Signature of the Equity Shareholder / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.