

CHOKHANI SECURITIES LIMITED

CIN: L67120MH1993PLC070739

Registered Office: 5-A, Maker Bhavan- II, 18, Sir Vithaldas Thackersey Marg, New Marine Lines, Churchgate, Mumbai - 400020, Maharashtra, India

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (01/2018-19) of the Members of Chokhani Securities Limited will be held at 11:00 a.m. on Saturday, the 28th day of July, 2018 at the registered office of the Company at 5A-Maker Bhavan No.2, Sir Vithaldas Thackersey Marg, New Marine Lines, Churchgate, Mumbai 400 020, to transact the following business:

Special Business

1. Re-classification of Promoter Group of the Company in terms of Regulation 31A of the Securities and Exchange of Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved that pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’) and successful completion of open offer by Mr. Shachindra Nath and Poshika Advisory Services LLP (collectively the ‘Acquirers’) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subject to necessary approvals from the Stock Exchange and other appropriate regulatory authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded for re-classification of Mr. Ramakant R Chokhani, Mr. Anand R Chokhani, Ms. Neelam R Chokhani and Ramakant R Chokhani HUF (collectively the ‘Selling Shareholders’), forming part of the existing Promoters of the Company, from Promoter category to Public category.

Resolved further that that post completion of acquisition of management and control of Chokhani Securities Limited by the Acquirers pursuant to the open offer, which closed on June 14, 2018, the Selling Shareholders, along with their promoter group entities and person acting in concert, whether included in the shareholding pattern or not, do / will not:

- i. have any special rights in the Company through formal or informal agreements;**
- ii. hold more than 10% of the paid-up capital of the Company on the date of the shareholders approval;**
- iii. act as a key managerial person for a period of three years from the date of shareholders approval; and**
- iv. exercise direct / indirect control over the Company**

Resolved further that on meeting of the above conditions, the Selling Shareholders shall cease to be the Promoters of the Company.

Resolved further that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Resolved further that subject to applicable law, the Directors of the Company and Ms. Sweta Kumar, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, file necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

2. Increase in authorized share capital of the company from INR 100,00,00,000 (Indian Rupees One Hundred Crore only) to INR 102,00,00,000 (Indian Rupees One Hundred Two Crore only) and consequent alteration in memorandum of association of the company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved that in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crore only) divided into 8,00,00,000 equity shares of Rs. 10/- (Rupees Ten only) and 2,00,00,000 preference shares of Rs. 10 each (Rupees Ten only) to Rs.102,00,00,000/- (Rupees One Hundred Two Crore only) by creation of additional 15,00,000 equity shares of Rs. 10/- (Rupees Ten) each and 5,00,000 preference shares of Rs. 10/- (Rupees Ten) each, and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as the new Clause V:

V. The Authorized Share Capital of the Company is Rs.102,00,00,000/- (Rupees One Hundred Two Crores only) divided into 8,15,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,05,00,000 preference shares of Rs. 10/- (Rupees Ten) each.

Resolved further that the Board of Directors (the “Board”, which term shall include any committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to any director(s), company secretary or any other officer of the Company.”

3. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

To consider and, if thought fit, to pass the following Resolution as Special Resolution:

“**Resolved that** the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate Loan and guarantees to any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications there under, the Board be and is hereby authorized:

(a) to invest/acquire from time to time by way of Loan, subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of Rs. 10,00,00,00,000/- (Rupees One thousand crore only).

Resolved further that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities, that may be given or made, as may be determined by the Board , including with the power to transfer/dispose of the investments so made, from time to time, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

4. To place disclosure before the members of the Company in terms of Regulation 73(1)(e) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with respect to the proposed allotment of Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures approved by the Shareholders vide postal ballot, results of which were declared by the Company on May 09, 2018

The members of the Company had through postal ballot, results of which were declared on May 09, 2018, granted their approval for the allotment of Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures vide Agenda Item No. 3, 4 and 5 of the postal ballot notice dated March 31, 2018. In terms of Regulation 73(1)(e) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), of the said proposed allottees, the Company has made disclosure for the natural person who is / are the ultimate beneficial owner of Clearsky Investment Holdings Pte. Ltd. and NewQuest Asia Investments III Limited (“proposed allottees”) as “Nil”. Further, to make more detailed / informed disclosure, the Company has undertaken to make the following disclosure for the ultimate beneficial owner of the proposed allottees in terms of the SEBI Circular No. CIR/MIRSD/2/2013 dated January 24, 2013:

Securities	Name of proposed allottee	No. of Securities to be allotted	Disclosure in terms of Regulation 73(1)(e) of the SEBI ICDR Regulations
Equity Shares	Clearsky Investment Holdings Pte. Ltd.	12,79,069	Clearsky Investment Holdings Pte Ltd. (“ Clearsky ”) is a company incorporated in Singapore. In terms of SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013, it is hereby confirmed that there is no natural person that holds 25% or more beneficial interest in Clearsky and Mr.Arun Kumar, Director of Clearsky is the Senior Managing Official
	NewQuest Asia Investments III Limited	12,79,069	NewQuest Asia Investments III Limited (NQAI3L) is a private company limited by shares incorporated in Mauritius. In terms of SEBI Circular CIR/MIRSD/2/2013 dated 24 January 2013, it is hereby confirmed that there is no natural person that holds 25% or more beneficial interest in NQAI3L and Mr.RandhirsinghJuddoo, director of NQAI3L, is the senior managing official of NQAI3L

Compulsorily Convertible Preference Shares	NewQuest Asia Investments III Limited	1,38,37,210	NewQuest Asia Investments III Limited (NQAI3L) is a private company limited by shares incorporated in Mauritius. In terms of SEBI Circular CIR/MIRSD/2/2013 dated 24 January 2013, it is hereby confirmed that there is no natural person that holds 25% or more beneficial interest in NQAI3L and Mr.RandhirsinghJuddoo, director of NQAI3L, is the senior managing official of NQAI3L
Compulsorily Convertible Debentures	Clearsky Investment Holdings Pte. Ltd.	1,38,37,210	Clearsky Investment Holdings Pte Ltd. (" Clearsky ") is a company incorporated in Singapore. In terms of SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013, it is hereby confirmed that there is no natural person that holds 25% or more beneficial interest in Clearsky and Mr.Arun Kumar, Director of Clearsky is the Senior Managing Official.
	Indgrowth Capital Fund I	34,88,372	Indgrowth Capital Fund I (" Fund ") is set up as a Trust under the Indian Trusts Act, 1882 vide Indenture of Trust dated January 12, 2017. Mr. Rajesh Singhal is the settlor and protector and the Fund is registered with SEBI as a Category III Alternative Investment Fund under the SEBI (Alternative Investment Funds) Regulations, 2012. UTPL Corporate Trustees Private Limited (" Trustee ") acts as the trustee to the Fund and is de jure responsible for administrating the Fund and its assets. Mr. P.H. Ravikumar, Mr. P. R. Barpande, Mr. V.G. Pathak and Mr. RupeshSatnaliwala are Directors of UTPL Corporate Trustees Private Limited. There are currently 330 (Three Hundred Thirty) investors in the Fund as on December 18, 2017. In terms of SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013, it is hereby confirmed that none of the investors or ultimate beneficiaries hold 15% or more interest in the Fund.

There is no change in any other disclosure made to the shareholders vide their resolution passed through the above mentioned postal ballot notice. Since this is a more detailed / informed disclosure, neither a resolution is proposed to be passed by the members in the general meeting nor any further explanatory statement is required in terms of the Section 102 of the Companies Act, 2013.

For and on behalf of the Board of Directors
Chokhani Securities Limited

Sd/-
Sweta
Company Secretary

Registered Office:
5A-Maker Bhavan No. 2
Sir VithaldasThackerseyMarg
New Marine Lines, Churchgate
Mumbai - 400 020

Place: Mumbai
Date: July 02, 2018

Notes:

- 1. A Member entitled to attend and vote is entitled to appoint one or more proxy (ies) to attend and vote instead of himself and that such proxy (ies) need not be a member. 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.** A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
2. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the agenda items is annexed hereto.
3. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
4. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
5. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.

6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on Saturday, 28th July, 2018.
7. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
8. A Member cannot exercise his vote by proxy on e-voting.
9. The e-voting period commences on Wednesday, 25th July, 2018 (9.00 a.m. IST) and ends on Friday, 27th July, 2018 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 21st July, 2018, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, 21st July, 2018. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. Saturday, 21st July, 2018 should treat this notice for information purpose only.
11. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. Saturday, 21st July, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if such person is already holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days between 10.00 a. m. to 12.00 noon up to Friday, 27th July, 2018 and at the meeting. The notice is also available on the website of the Company viz. www.rrcfinancials.com.
14. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced on or before Monday, 30th July, 2018 at the registered office of the Company and will also be displayed on the Company's website, and communicated to the Stock Exchange where the shares of the Company are listed, Depositories, Registrar and Share Transfer Agent on the said date.
15. The Board of Directors has appointed M/s. Pankaj Nigam & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and e-voting process in a fair and transparent manner.
16. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
17. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
18. A Route map to reach the venue of the meeting forms part of this Notice.

Information and other instructions relating to e-voting are as under:

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:-

- (i) The e-voting period begins on Wednesday, 25th July, 2018 (9.00 a.m.) and ends on Friday, 27th July, 2018 (5.00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Saturday, 21st July, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders / Members" tab.

- (iv) Now, select 'CHOKHANI SECURITIES LIMITED' from the drop-down menu and click on 'SUBMIT'.
- (v) Now, enter your User ID :
- For CDSL – 16 digits beneficiary ID
 - For NSDL – 8 character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on Postal Ballot Form as Sr. No. in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of '0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number as 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on 'SUBMIT' tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Chokhani Securities Limited on which you choose to vote.
- (xiii) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implied that you assent to the Resolution and option NO implied that you dissent to the Resolution.
- (xiv) Click on the 'Resolution File Link' if you wish to view the entire Resolutions.
- (xv) After selecting the resolution, you have decided to vote on, 'Click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xvi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- (xviii) If a demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Stores. iPhone and Windows phone users can download the app from the App Stores and the Windows Phone Stores respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- (xxiii) Kindly note that the shareholders can opt only one mode of voting, i.e. either physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case shareholders cast their votes by physical ballot as well as through e-voting, then votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered invalid.
- (xxiv) The results along with the Scrutinizer's Report shall be placed on the website of the Company www.rrcfincials.com and on the Website of CDSL www.evotingindia.com and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The members may note that Mr. Shachindra Nath and Poshika Advisory Services LLP (collectively "Acquirers") had given a public announcement on December 31, 2017 to acquire management and control of Chokhani Securities Limited (the "Target Company") and entered into a "Share Purchase and Transfer of Control Agreement" dated December 31, 2017 (the "SPA"). Under the SPA, the Acquirers have agreed to acquire control and up to 2,916,800 Equity Shares of the Target Company from Mr. Ramakant R Chokhani, Mr. Anand R Chokhani, Ms. Neelam R Chokhani and Ramakant R Chokhani HUF (collectively the "Selling Shareholders"). Out of the total 2,916,800 number of Equity Shares, Acquirers have the option to acquire up to 1,124,031 Equity Shares either directly or through persons acting in concert with the Acquirers or not acquire such shares at all.

Post completion of acquisition of management and control of Chokhani Securities Limited by the Acquirers pursuant to the open offer, which closed on June 14, 2018, the Selling Shareholders, along with their promoter group entities and person acting in concert, whether included in the shareholding pattern or not, do / will not:

- i. have any special rights in the Company through formal or informal agreements;
- ii. hold more than 10% of the paid-up capital of the Company on the date of the shareholders approval;
- iii. act as a key managerial person for a period of three years from the date of shareholders approval; and
- iv. exercise direct / indirect control over the Company

The Directors of the Company, therefore, recommends passing of the ordinary resolution as set out under item no. 1 in the notice.

None of the Directors / Key Managerial Personnel or their relatives, except Mr. Rajesh Satynarayan Chokhani, Mr. Ramakant Ruliram Chokhani, Ms. Jyoti Ramakant Jain and Mr. Shachindra Nath is concerned or interested in the resolution.

Item No. 2

The present Capital Clause of the Memorandum of Association of the Company states that the authorized share capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore only) divided into 8,00,00,000 equity shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000 preference shares of Rs. 10/- (Rupees Ten only) each. The Board proposes to alter the Capital Clause of the Memorandum of Association of the Company to keep spare capital available and accordingly the altered Capital Clause of the Memorandum of Association of the Company will state that the authorized share capital of the Company is Rs.102,00,00,000/- (Rupees One Hundred Two Crore only) divided into 8,15,00,000 Equity Shares of Rs.10/- (Rupees Ten only) each and 2,05,00,000 preference shares of Rs. 10/- (Rupees Ten) each.

The proposed increase in authorised share capital can be effected by making an alteration in the Capital Clause of the Memorandum of Association of the Company which require the members' approval pursuant to sections 13, 14 & 61 of the Companies Act, 2013. Accordingly, the Board recommends the passing of the resolutions as set out under Item No. 2 to this Notice by way of an ordinary resolution. An altered copy of the Memorandum of Association of the Company is available for inspection by the Members at the Registered Office of the company during the office hours on all working days.

None of the directors and key managerial personnel or their relatives are, directly or indirectly concerned or interested in the said Resolution.

Item No. 3

In order to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to invest/acquire

from time to time by way of Loan, subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding Rs. 10,00,00,00,000/- (Rupees One thousand crore only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution in their respective capacity as directors.

For and on behalf of the Board of Directors
Chokhani Securities Limited

Sd/-
Sweta
Company Secretary

Registered Office:
5A-Maker Bhavan No. 2
Sir VithaldasThackerseyMarg
New Marine Lines, Churchgate
Mumbai - 400 020

Place: Mumbai
Date: July 02, 2018

ROUTE MAP

