

NOTICE

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of **Chokhani Securities Limited** will be held at **11.00 a.m. on Friday, the 28th July, 2017** at 5A-Maker Bhavan No.2, Sir Vithaldas Thackersey Marg, New Marine Lines, Churchgate, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2017 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Jyoti Anuj Jain, who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution in connection with appointment of Auditors and their remuneration:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee, M/s. B.M. Gattani & Co., Chartered Accountants, (Firm Registration No.113536W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors, M/s. P C Ghadiali & co. LLP, Chartered Accountants (Firm Registration No. 103132W) to hold office from the conclusion of this Annual General Meeting till the conclusion of 29th AGM of the Company subject to ratification by members every year, as applicable at such remuneration as may be mutually agreed to between the Board of Directors of the Company and the said Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mr. Pravin Gupta (DIN: 00191085), whose appointment as an Independent Director expires on 3rd July, 2017 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pravin Gupta as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company for an another term of five years with effect from 4th July, 2017."

For & on behalf of the Board of Directors

Registered Office:

5-A, Maker Bhavan 2,
Sir Vithaldas Thackersey Marg,
New Marine lines, Churchgate
Mumbai 400020.

Place: Mumbai

Date: May 29, 2017

For CHOKHANI SECURITIES LTD.

Sd/-
RAMAKANT R. CHOKHANI
(CHAIRMAN)
(DIN:00613176)

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.**
2. The proxy to be effective should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. The Register of Members and the Share Transfer Books will remain closed from **22.07.2017 to 28.07.2017** (both days inclusive).
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 of the notice, convening the annual general meeting, is annexed.
5. As required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, profile of Directors seeking appointment/ re-appointments at the Annual General Meeting, forms part of the notice.
6. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
7. The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.

8. Corporate member, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
9. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.
11. Electronic copy of the Annual Report for the F.Y. 2016-17 is being sent to all the members, whose e-mail IDs are registered with the Company/depository participants for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail address, physical copies of the Annual Report for the F.Y. 2016-17 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a company to provide an advance opportunity at least once in a financial year to the member to register his/her e-mail address and any change therein. In compliance with the same, we request the members, who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facilities as an alternative mode to voting at the meeting. Necessary arrangements have been made by the Company with the Central Depository Services Ltd. (CDSL) to facilitate e-voting. The instructions for shareholders voting electronically are as under:
 - i) The voting period begins on **25/07/2017 (9.00 a.m.)** and **ends on 27/07/2017 (5.00 p.m.)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 21/07/2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii) Log on to the e-voting website www.evotingindia.com
 - iv) Click on 'Shareholders' tab.
 - v) Now, select 'CHOKHANI SECURITIES LIMITED' from the drop down menu and click on 'SUBMIT'.
 - vi) Now, enter your Use 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 and then enter the Captcha Code 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. If you are a first time user, follow the steps given below :
 - viii) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and for Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio id dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.

* Members, who have not updated their PAN with the Company/Depository Participant are requested to use the default number "CTLEV1234Z" in the PAN filed.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter value 13/06/2014 in the DOB column or the 16 digit member id/folio number in the Dividend Bank details field.

- 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 for the relevant 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 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) Non-Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21/07/2017.
- b) Mr. Upendra Shukla, Practicing Company Secretary, have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members, who do not have access to the e-voting process) in a fair and transparent manner.
- c) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against if any, forthwith to the Chairman of the Company.
- d) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot shall be treated as invalid.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rrcfinancials.com and on the website on CDSL www.evoting.nsdl.com within two days of the passing of the resolutions at the 24th AGM and communicated to BSE Ltd., where the shares of the Company are listed.

For & on behalf of the Board of Directors

For CHOKHANI SECURITIES LTD.

Sd/-

RAMAKANT R. CHOKHANI
(CHAIRMAN)
(DIN:00613176)

Registered Office:

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Place: Mumbai

Date: May 29, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.4**

The members of the Company had appointed Mr. Pavin R. Gupta as an Independent Director for a period of five years with effect from July 4, 2017, till July 3, 2022. Pursuant to the provisions of Section 149 (10) of the Companies Act, 2013 read with SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 a person can be appointed as an Independent Director for two terms of five years each, provided that for second term of appointment members' consent by way of a special resolution is obtained. Taking into account this provision of the Act as also recommendation made by Nomination and Remuneration Committee, the Board has recommended the re-appointment of Mr. Pravin R Gupta as an Independent Director for one more term of five years with effect from 4th July, 2017.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith refundable deposits of the prescribed amount proposing the candidature of Mr. Pravin R. Gupta for the office of Independent Directors.

The Company has received from Mr. Pravin R. Gupta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Sec. 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Pravin R. Gupta, proposed to be appointed as an Independent Director, fulfills the conditions specified in the act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment proposed to be issued to Mr. Pravin R. Gupta on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working day up to the date of the Annual General Meeting.

Brief resume of Mr. Pravin R. Gupta, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director inter-se as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided in the annexure to the notice.

The Board considers that the continued association of both Mr. Pravin R. Gupta would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. Pravin R. Gupta and his relatives may be deemed to be interested to the extent of his appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested in the proposed Resolutions.

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on Friday, the 28th July, 2017 as required under Clause 49 of the Listing Agreement with Stock Exchanges are given hereunder:

Name of the Director	Mrs. Jyoti A. Jain	Mr. Pravin R. Gupta
Date of Birth	15/09/1986	23/10/1953
Date of Appointment	02/02/2015	06/01/2012
Qualification	BMS	B Com.
Brief Profile	Mrs. Jyoti Jain has about 7 years' experience of managing family business.	Mr. Pravin Gupta has about 35 years of business experience.
Directorship held in other Public Companies (excluding Section 25 and foreign Companies)	Nil	Nil
Memberships/Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee)	Nil	Nil
Shareholding in the Company (Equity)	0	0

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Place: Mumbai

Date: May 29, 2017

For & on behalf of the Board of Directors

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