

NOTICE

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting** of the Members of **Chokhani Securities Limited** will be held at **11.00 a.m. on Tuesday, the 3rd July, 2018** 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, 2018 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To re-appoint Mr. Ramakant R Chokhani, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if though 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 there under, and pursuant to the recommendation of the Audit Committee, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company in place of the existing Auditors, M/s. B.M. Gattani & Co., Chartered Accountants (Firm Registration No. 113536W) to hold the office from the conclusion of this Annual General Meeting till the conclusion of 30th AGM of the Company at such remuneration as may be mutually agreed to between the Board of Directors of the Company and the said Auditors.”

SPECIAL BUSINESS:

4. **Approval for appointment of Mr. Abhijit Ghosh as Chief Executive officer and whole time director of the Company.**

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

“RESOLVED THAT pursuant to the adoption of the Corporate Governance Code by the Board of Directors on December, 31st 2017 and in terms of clause 2.2.2 and Schedule IX of the Share Purchase and Transfer of Control Agreement (SPA) executed by the Company and in pursuance of the provisions of Section 2(18) of the Companies Act, 2013 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Abhijit Ghosh (DIN : 07935397) as the Chief Executive Officer(CEO) of the Company w.e.f. the date of change in control & management and shareholding of the Company.”

“FURTHER RESOLVED THAT pursuant to the adoption of the Corporate Governance Code by the Board of Directors on December, 31st 2017 and in terms of Clause 4.5 thereof wherein the CEO of the Company (if any) shall be appointed as a Whole-Time Director pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by the Nomination & Remuneration Committee Mr. Abhijit Ghosh (DIN : 07935397) be and is hereby appointed as Whole time director of the Company w.e.f. the date of change in control & management and shareholding of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

5. **Appointment of Ms. Ranjana Agarwal as an (Independent) director of the Company.**

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

“RESOLVED THAT pursuant to adoption of Corporate Governance Code by the Board of Directors on December 31st ,2017 and in terms of Clause 4.2 of the Code wherein the majority of the Directors of the Board would consist of Independent Directors and the provisions of Sections 149,150, 152 and 161(1) of the Companies Act, 2013 (the Act)and Schedule IV of the said Act read with Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Ms. Ranjana Agarwal (DIN: 03340032), as an Independent

Director of the Company for a period of five (5) years w.e.f. the date of change in control & management and shareholding of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

6. Appointment of Mr. S. Karupasamy as an (Independent) director of the Company.

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

“**RESOLVED THAT** pursuant to adoption of Corporate Governance Code by the Board of Directors on December 31st ,2017 and in terms of Clause 4.2 of the Code wherein the majority of the Directors of the Board would consist of Independent Directors and the provisions of Sections 149,150, 152 and 161(1) of the Companies Act, 2013 (the Act) and Schedule IV of the said Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. S. Karupasamy (DIN: 03632212), be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f. the date of change in control & management and shareholding of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

7. Appointment of Mr. Satyananda Mishra as an (Independent) Director of the Company.

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

“**RESOLVED THAT** pursuant to adoption of Corporate Governance Code by the Board of Directors on December 31st ,2017 and in terms of Clause 4.2 of the Code wherein the majority of the Directors of the Board would consist of Independent Directors and the provisions of Sections 149,150, 152 and 161(1) of the Companies Act, 2013 (the Act) and Schedule IV of the said Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Satyananda Mishra (DIN: 01807198), be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f the date of change in control & management and shareholding of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

8. Appointment of Mr. Abhijit Sen as an (Independent) director of the Company.

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

“**RESOLVED THAT** pursuant to adoption of Corporate Governance Code by the Board of Directors on December 31st ,2017 and in terms of Clause 4.2 of the Code wherein the majority of the Directors of the Board would consist of Independent Directors and the provisions of Sections 149,150, 152 and 161(1) of the Companies Act, 2013 (the Act) and Schedule IV of the said Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Abhijit Sen (DIN: 00002593), be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f the date of change in control & management and shareholding of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

9. Appointment of Mr. Navin Kumar Maini as an (Independent) director of the company.

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

“RESOLVED THAT pursuant to adoption of Corporate Governance Code by the Board of Directors on December 31st ,2017 and in terms of Clause 4.2 of the Code wherein the majority of the Directors of the Board would consist of Independent Directors and the provisions of Sections 149,150, 152 and 161(1) of the Companies Act, 2013 (the Act)and Schedule IV of the said Act read with Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Navin Kumar Maini (DIN: 00419921), be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f the date of change in control &management and shareholding of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

10. Appointment of Mr. Rajeev Kumar Agarwal as an (Independent) director of the company.

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

“RESOLVED THAT pursuant to adoption of Corporate Governance Code by the Board of Directors on December 31st ,2017 and in terms of Clause 4.2 of the Code wherein the majority of the Directors of the Board would consist of Independent Directors and the provisions of Sections 149,150, 152 and 161(1) of the Companies Act, 2013 (the Act)and Schedule IV of the said Act read with Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Rajeev Kumar Agarwal (DIN: 07984221), be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f. the date of change in control & management and shareholding of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

11. Appointment of Mr. Amit Gupta as a nominee director (Investor nominee) on the board of the company

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

“RESOLVED THAT in terms of Share Subscription Agreement executed amongst New Quest Asia Investment III Limited (Investor), our Company and the Promoters and in terms of Para 12.1 thereof wherein the Investor have the right to nominate a Non – Executive Director on the Board of the Company and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Amit Gupta be and is hereby appointed as an Investor Nominee Director on behalf of the New Quest Asia Investment III Limited (Investor) of the Company w.e.f. the date of change in control & management and shareholding of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

12. Appointment of Mr. Manoj Sehrawat as a nominee director (Investor nominee) on the board of the company.

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

“RESOLVED THAT in terms of Share Subscription Agreement executed amongst Clearsky Investment Holding Pte. Ltd. (Investor), our Company and the Promoters and in terms of Para 16.1 thereof wherein the Investor have to right to nominate a Non – Executive Director on the Board of the Company and in accordance with the Articles

of Association of the Company and as recommended by the Nomination & Remuneration Committee, the approval of the shareholders be and is hereby granted to appoint Mr. Manoj Sehrawat be and is hereby appointed as an Investor Nominee Director on behalf of the Clearsky Investment Holding Pte. Ltd (Investor) of the Company w.e.f. the date of change in control & management and shareholding of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things and to file e-forms with the Registrar of Companies, as may be necessary to give effect to this resolution.”

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, 2018

For CHOKHANI SECURITIES LTD.

Sd/-

RAMAKANT R. CHOKHANI

(CHAIRMAN)

(DIN:00613176)

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.**
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 **27.06.2018 to 03.07.2018** (both days inclusive).
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. Electronic copy of the Annual Report for the F.Y. 2017-18 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. 2017-18 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.
11. 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 **30/06/2018 (9.00 a.m.)** and ends on **02/07/2018 (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 26/06/2018** 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 downloaded 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 26/06/2018.
- 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.rrcfincials.com and on the website on CDSL www.evoting.nsd.com within two days of the passing of the resolutions at the 25th AGM and communicated to BSE Ltd., where the shares of the Company are listed.

Registered Office:

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

Place: Mumbai

Date: May 29, 2018

For & on behalf of the Board of Directors

For CHOKHANI SECURITIES LTD.

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

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**Item No. 4****Approval for appointment of Mr. Abhijit Ghosh as Chief Executive officer and whole time director of the Company.**

In terms of Share Purchase and Transfer of Control Agreement (SPA) amongst Poshika Advisory Services LLP (as Incoming Promoter – 1) and Shachindra Nath (As Incoming Promoter – 2) and the Company and its Exiting Promoter and in terms of clause 2.2.2 and Schedule IX thereof, the Board of the Company recommended the appointment of Mr. Abhijit Ghosh as Chief executive officer and Whole Time Director of the company

BREIF PROFILE OF ABHIJIT GHOSH, CEO & WHOLE TIME DIRECTOR

Mr. Ghosh is an expert of managing large distribution across SME segments with innovative underwriting through targeted acquisition approach. He has led lending business transformation projects to maximize productivity and performance hence enhanced profitability.

His academic credentials include Management Courses from Kelloggs, XLRI, HAYS Group.

Till recently Mr. Ghosh was Chief Business Officer of ReligareFinvest Limited – NBFC where he built robust lending distribution leading to a four fold revenue growth and ROE increase from single digit to mid-teen.

Mr. Ghosh has an overall experience of more than 20 Years across the cross section of organisation in Banking & Financial Services, Consumer Appliances, Hospitality, Telecom and Healthcare. He has worked with organisations like Whirlpool, ABN Amro, Reliance Infocom, ICICI Bank, Future Capital and ICICI Securities.

The Board of Directors of the Company commends the resolutions set out in item No.[4] of this notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the resolutions set out in item No. [4] of the Notice.

Item No. 05 to 10**Approval for appointment of:**

- a) Ms. Ranjana Agarwal
- b) Mr. S. Karupasamy
- c) Mr. Satyananda Mishra
- d) Mr. Abhijit Sen
- e) Mr. Navin Kumar Maini
- f) Mr. Rajeev Kumar Agarwal

In terms of the Corporate Governance Code approved by the Board of the Company on its meeting held on December 31st, 2017 and in terms of Para 4.2 which requires the majority of the Board Members to consist of Independent Directors, the Board of the Company has recommended the appointment of following to be appointed as an Independent Directors of the Company for a period of 5 years.

BRIEF PROFILE OF INDEPENDENT DIRECTORS**MS. RANJANA AGARWAL**

Ms. Agarwal is an expert in Audit, Tax, Management Consulting, Risk Assurance, Financial Due Diligence and General Management. She is a Fellow member of Institute of Chartered Accountants of India and alumnus of Lady Shri Ram College, University of Delhi (Bachelor of Arts).

Ms. Agarwal has more than 30 years of work experience across organizations like Vaish Associates Advocates (Corporate, Tax and Business Advisory Law Firm), FICCI and Deloitte Haskins & Sells.

Ms. Agarwal after CA training with Price Waterhouse Coopers, she founded Vaish& Associates, Chartered Accountants in 1985. She was India's first lady Chartered Accountant to set up her own firm. Today the firm is one of the top twenty accounting firms in India. She was also a senior audit partner in Deloitte Haskins & Sells, where she started their Delhi practice and managed the firm from 1995 – 2000. She also served as National President of the FICCI Ladies Organization (FLO).

She has been the recipient of the Indira Gandhi Priyadarshini award for professional excellence.

She is currently Independent Director of ICRA Limited where she is Chair – Audit Committee, KDDL Limited, Shubham Housing Development Finance Co. Pvt. Ltd. – Chair Audit Committee, Indo Rama Synthetics (India) Ltd. ICRA Management Consulting Services Limited, JoyvilleShapoorji Housing Private Limited (Chair – NRC), Munjal Showa Ltd (Invited member on the audit committee)

MR. S. KARUPPASAMY

Mr. Karuppasamy is an expert of Banking Regulation and Education. He is alumnus of National Institute of Bank Management, Post Graduate Diploma in Bank Management, Indian Institute of Banking and Finance, CAIIB (Honorary Fellow) and Mumbai University, Master of Arts (Economics).

Mr. Karuppasamy has work experience of more than 40 years with India's Central Bank – The Reserve Bank of India. He retired as Executive Director in 2014 and in this role looked after Department of Expenditure and Budgetary Control, Department of Information Technology, Legal Department and Urban Banks Department (including regulation and supervision of Urban Co-operative Banks).

Mr. Karuppasamy joined the Reserve Bank of India in 1975, and worked his way through various departments in different capacities including, Issue Department, Department of Economic Analysis and Policy, Banking Department, Agricultural Credit Department, Rural Planning & Credit Department, Department of Banking Operations & Development and Urban Banks Department.

Mr. Karuppasamy has been associated or been a member of various working groups / committees including, RBI Nominee Director on the Board of Indian Bank (Three times), RBI Nominee Director in Sangameshwara Grameena Bank, SreeAnantha Grameena Bank and Rayalaseema Grameena Bank, Governing Council and Executive Committee of Indian Institute of Banking and Finance (Member); and Steering Committee Member in the International Credit Union Regulators' Network, World Credit Union, USA.

Mr. Karuppasamy is currently Member of RBI Services Board, Independent Director of ARCIL and Independent Director of proposed Microfinance Vidharan.

MR. SATYANANDA MISHRA

Mr. Mishra is a career bureaucrat and an immensely knowledgeable professional with years of varied and rich experience in the public sector. During his career he has been instrumental in the formulation and implementation of policies, projects and programs. Noteworthy among them include running of agricultural markets (mandis), welfare programs, various infrastructure projects, information policy, the human resource development policy and cultural policy.

Mr. Mishra holds a Master of Arts degree in English from the Utkal University; an M.Phil in Public Administration from the Punjab University; and a Master of Science degree in Policy Planning for Developing Countries from the London School of Economics.

Mr. Mishra joined the Indian Administrative Service in 1973. In a diverse career spanning 40 years, he has held several prestigious positions in the Indian Government, both at the state and central levels. He worked with Central Information Commission in the capacity of Chief Information Commissioner (New Delhi), which involved hearing appeals and complaints under the Right to Information Act. The other positions of significance held by him include Secretary, Department of Personnel & Training (DoPT); Principal Secretary, Public Works Department; Principal Secretary, Public Health Engineering, Principal Secretary, Housing & Environment; Housing Commissioner, Madhya Pradesh Housing Board.

In his earlier role as Managing Director, Small Industries Development Corporation and Development Commissioner, Small Scale Industries in the Government of India, Mr. Mishra worked towards the development of small and medium

enterprises (SMEs). He also served on the Board of the SIDBI as Development Commissioner (Small Scale Industries).

He also served as the Chairman and Independent Director of Multi Commodity Exchange of India Ltd. (MCX).

MR. ABHIJIT SEN

Mr. Abhijit Sen is an expert in Banking and Finance and alumnus of Indian Institute of Management, Calcutta and Indian Institute of Technology, Kharagpur

Mr. Sen has more than 30 years of work experience spanning banking and financial services in the finance function with some of the leading brands in the Industry including CITI, CEAT and Tata Tea.

Mr. Sen spent 18 years with Citi covering multiple leadership roles; retired as the Chief Financial Officer–India Subcontinent (India, Bangladesh and SriLanka), where he was responsible for the Finance function including, including Strategic planning and business performance evaluation; Controllership, US & Indian Regulatory reporting for all Citi group vehicles; Tax Advisory & Accounting Policy. He was member of all Policy level Committees as well as Boards of constituent Citi Companies.

Mr. Sen is currently an External Advisory to Ernst & Young, Independent Director and Chair, Audit Committee of Trent Limited, Independent Director, Ujjivan Micro Finance Limited, Independent Director and Chair – Audit Committee, IDFC Bank, Independent Director and Chair – Audit Committee, Cashpor Microcredit, Independent Director and Chair – Audit Committee, Kalyani Forge and Independent Director, India First Life Insurance Limited

MR. NAVIN KUMAR MAINI

Mr. Maini is an expert in Development Banking, MSME lending and General Management. He is alumnus of Management Development Institute, Gurgaon (Post Graduate Diploma in Management), Indian Institute of Banking and Finance, Delhi (Certified Associate), Indian Institute of Foreign Trade, Delhi (Post Graduate Diploma in International Trade), Faculty of Law, Delhi University (Bachelor of Law) and St. Stephens College, Delhi University (Bachelor of Science)

Mr. Maini has more than 38 years of work experience across prestigious organizations including, SIDBI, UCO Bank and IDBI Bank.

Mr. Maini worked more than 25 years with SIDBI and held various leadership positions with increasing levels of responsibility. He retired as Deputy Managing Director In-Charge in February 2015. Mr. Maini's 3.5 decades of extensive experience covers Commercial and Development Banking in various facets of financing MSMEs and Large Corporate, Micro Credit and Core Business functions.

He also held the role of CEO of Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) on a one-year deputation, which was set up by Ministry of Small Scale Industries, GOI & SIDBI for providing guarantees to eligible Member Lending Institutions to enable them to extend collateral free loans to small enterprises.

Mr. Maini is currently Non – Executive Director with Micro Units Development Refinancing Agency (MUDRA), Director with Micro Finance Institutions Network (MFIN), Director, National Securities Clearing Corporation of India (NSCCL), a subsidiary of the National Stock Exchange and Member of Advisory Committee of Impact Investment funds including Ivy Cap Venture Trust Fund and Lok Capital Group

MR. RAJEEV KUMAR AGARWAL

Mr. Agarwal is an expert of Regulatory, Securities & Commodities markets, Income Tax, Enforcement, and General management. He is alumnus of The Indian Revenue Service (Batch of 1983) and Indian Institute of Technology, Roorkee (Bachelor of Technology).

Mr. Agarwal has nearly three decades of service and contribution to the Indian financial sector covering, Securities and Exchange Board of India, Forward Markets Commission and Indian Revenue Service.

Mr. Agarwal recently retired (November 2016) from the post of Whole Time Member at SEBI where he was responsible for policy formulation, regulation and enforcement in the securities markets in India. Before joining SEBI, he served as the Member of the Forward Markets Commission (FMC), the regulator for the commodity futures

business for a period of five and half years and was responsible for the framing of regulations for the Commodities Markets which had been liberalized just then.

The Board of Directors of the Company commends the resolutions set out in item No.5 to 10 of this notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the resolutions set out in item No. 5 to 10 of the Notice.

Item No. 11

Appointment of Mr. Amit Gupta as a nominee director (Investor nominee) on the board of the company.

In terms of Share Subscription Agreement amongst New Quest Asia Investment III Limited (Investor), our Company and the Promoters and in terms of Para 12.1 thereof wherein the Investor have to right to nominate a Non – Executive Director on the Board of the Company. The Board of the Company recommends the appointment of Investor Nominee Mr. Amit Gupta on the Board of the Company.

The Board of Directors of the Company commends the resolutions set out in item No.11 of this notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the resolutions set out in item No. 11 of the Notice.

Item No. 12

Appointment of Mr. Manoj Sehrawat as a nominee director(Investor nominee) on the board of the company.

In terms of Share Subscription Agreement amongst Clearsky Investment Holding Pte. Ltd. (Investor), our Company and the Promoters and in terms of Para 16.1 thereof wherein the Investor have to right to nominate a Non – Executive Director on the Board of the Company. The Board of the Company recommends the appointment of Investor Nominee Mr. Manoj Sehrawat on the Board of the Company.

The Board of Directors of the Company commends the resolutions set out in item No.11 of this notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the resolutions set out in item No. 11 of the Notice.

BREIF PROFILES OF INVESTOR NOMINEE DIRECTOR

MR. AMIT GUPTA

Amit is a founding Partner of NewQuest and oversees the firm's India and Southeast Asia business as well as investments in the power and financial services sectors. Amit has more than 16 years of industry experience.

Prior to co-founding NewQuest, he was a Director at Bank of America Merrill Lynch's (BAML) Asia Private Equity group where he led the India business and oversaw investments the energy and financial services sectors across the Asia Pacific.

Mr. Gupta has also served in other roles in BAML, including Corporate Principal Investments based in Hong Kong and Investment Banking based in Mumbai.

Prior to working at BAML, Mr. Gupta was a software engineer based in Mumbai and the United States. He is an MBA from Indian Institute of Management (IIM), Bangalore, where he was placed on the Director's Merit List for his performance, and an undergraduate degree in electrical engineering from REC Kurukshetra, where he received the University gold medal.

MR. MANOJ SEHRAWAT

Mr. Sehrawat is based in Singapore and has 18 years of experience in financial services across private equity, distress debt acquisition & resolution, corporate and financial restructurings in India.

He has been with ADV since inception and is part of the founding team and leads ADV's coverage of India and is responsible for driving value-add initiatives and generating synergies between ADV's India investments with the broader portfolio.

Prior to ADV, Mr. Sehrawat was Vice President with JPMorgan's Asia Special Situations Group and as part of the initial team for special situations investing business in India he played a key role in sourcing, analyzing, structuring and executing investment opportunities as well as asset management of Indian portfolio companies.

Previously he has worked at ARCIL – India's largest asset reconstruction company, where he was responsible for acquisition of NPLs from banks & FIs and evaluation & implementation of recovery strategies for NPLs acquired. Prior to that Manoj Worked at Dimensions Consulting - a boutique sell side advisory firm where he led execution of several mandates covering business & financial restructuring for large corporates.

Mr. Sehrawat is a Chartered Accountant from Institute of Chartered Accountants of India and has a Bachelors in Commerce from Delhi University.

Registered Office:

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

Place: Mumbai

Date: May 29, 2018

For & on behalf of the Board of Directors

For CHOKHANI SECURITIES LTD.

Sd/-

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

Details of Director seeking appointment/ re-appointment at the ensuing Annual General Meeting:

| | |
|--|--|
| Name of the Director | Mr. Ramakant R. Chokhani |
| Date of Birth | 10/04/1954 |
| Date of Appointment | 10/02/1993 |
| Qualification | B.Com., LL.B, FCS |
| Brief Profile | Mr. Chokhani has more than four decades experience in investments banking. |
| Directorship held in other Public Companies (excluding Section 25 and foreign Companies) | Nil |
| Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee) | Nil |
| Shareholding in the Company (Equity) | 18,06,490 |

Registered Office:

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

Place: Mumbai

Date: May 29, 2018

For & on behalf of the Board of Directors

For CHOKHANI SECURITIES LTD.

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