

# CHOKHANI SECURITIES LIMITED

CIN: L67120MH1993PLC070739

Registered Office: Equinox Business Park, Tower 3, 4th Floor, Off BKC, LBS Road, Kurla, Mumbai - 400070, Maharashtra, India

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## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra Ordinary General Meeting (02/2018-19) of the Members of Chokhani Securities Limited will be held at 11:00 a.m. on Tuesday, the 18th day of September, 2018 at Equinox Business Park, Banquet Hall, Tower 3, Off BKC, LBS Road, Kurla, Mumbai - 400070, to transact the following business:

### **Special Business**

#### **Item No. 1: To Change the Name of the Company**

To consider and if thought fit to pass with or without any modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 4 read with section 13 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under (including any statutory modification(s) or amendment(s) or re-enactment thereof, for the time being in force) and subject to the approvals, consents, sanctions and permissions of the Central Government / stock exchange(s) / appropriate authorities / departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to change the name of the company from “CHOKHANI SECURITIES LIMITED” to “UGRO CAPITAL LIMITED”, wherever it appears in Memorandum, Articles and documents etc. be substituted by the new name “UGRO CAPITAL LIMITED” in due course.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

#### **1. The Name of the Company is “UGRO CAPITAL LIMITED”.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **Item No. 2: To ratify the number of Options under the ‘CSL Employee Stock Option Scheme 2017’**

To consider and if thought fit to pass with or without any modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed there under and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to ratify the number of Options to be created, issued and granted under the ‘CSL Employee Stock Option Scheme 2017’ (“ESOS 2017”) to 39,00,000, in terms of the disclosures made in the Explanatory Statement to the Item no. 9 of the Postal Ballot Notice dated March 31, 2018 all other terms of the ESOS 2017 shall remain same as was earlier approved by the members of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the ESOS 2017 on the stock exchanges where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOS 2017 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

**Item No. 3: To ratify the grant of Options exceeding 1% of the issued capital of the Company in any one year to any employee or Director of the Company under the 'CSL Employee Stock Option Scheme 2017'**

To consider and if thought fit to pass with or without any modification(s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to ratify the grant of Options / options to be granted exceeding 1% of the issued capital of the Company in any one year to identified employee or Director of the Company under the 'CSL Employee Stock Option Scheme 2017' ("ESOS 2017") as under:

Sl. No.	Name / Role/ Description of Designation	Maximum Grant
1	Abhijit Ghosh, Chief Executive Officer	7,24,615
2	Manish Agarwal, Chief Risk Officer	2,64,615
3	Anuj Pandey, Chief Operational Officer	2,76,923
4	Sathiayan J, Chief Business Officer	2,64,615
5	RajniKhurana, Chief Human Resource Officer	1,23,077
6	Ashish Gopal Saxena, Chief Technology Officer	92,308
7	Irem Sayeed, Head – Products	73,846
8	Business Head, BFSI (to be granted after joining)	73,846
9	Chief Financial Officer (to be granted after joining)	2,46,154
10	Chief Growth Officer (to be granted after joining)	1,84,615
11	Chief Compliance Officer& Corporate Legal Head (to be granted after joining)	92,308

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such document, instruments and writings as it may in its sole and absolute discretion deem necessary and expedient and to settle any question, difficulty of doubt that may arise in regard thereto."

**Item No. 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 Convertible Warrants approved by the Shareholders vide postal ballot on June 25, 2018, results of which were declared by the Company on June 27, 2018**

The members of the Company had through postal ballot, results of which were declared on June 27, 2018, granted their approval for the allotment of Convertible Warrants vide Agenda Item No. 3 of the postal ballot notice dated May 24, 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 that no single investor holds an interest of 15% or more in Samena Special Situations Fund III LP, which is the ultimate beneficial owner of Samena Fidem Holdings. However to provide more detailed disclosures on the ultimate beneficial owners of the proposed allottee, including the key personnel of the fund, 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
Warrants	Samena Fidem Holdings	87,83,785	Samena Fidem Holdings is a body corporate, incorporated under the laws of Mauritius, and is a wholly-owned subsidiary of Samena Special Situations Mauritius III, a body corporate incorporated under the laws of Mauritius. Samena Special Situations Mauritius III is a wholly owned subsidiary of Samena Special Situations Fund III LP ("SSSF III") an Exempted Limited Partnership registered in the Cayman Islands. In terms of SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013, we hereby confirm that there is no natural person that holds 15% or more beneficial interest in Samena Fidem Holdings. We also confirm that no single investor in SSSF III, holds an interest of 15% or more in SSSF III. Mr. Chetan Gupta, Mr. Markus Federle, Mr. Mannish Ajodah and Mr. Mithilesh Lallah are the directors of Samena Fidem Holdings.

Further, under point no. V, XI and XII to the Explanatory Statement to the Item No. 3, the words “CCPS” should be read as “Warrants”, as under:

**V. Proposed time within which the allotment shall be completed**

As required under chapter 7 of the ICDR Regulation, the allotment of issue of Warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the shareholders’ resolution (through postal ballot) granting consent for preferential issue or in the event the approval of any statutory authority is pending or required, the allotment will be completed within 15 days from date of such approval, as the case may be.

**XI. Lock In period**

The Warrants and the equity shares to be allotted upon conversion, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

**XII. Statutory Auditor’s Certificate**

A certificate from the Statutory Auditors confirming the minimum price for the preferential issue as per guidelines in Chapter VII of ICDR Regulations along with the calculation thereof was made available for inspection at the registered office of the Company on working days till the date of the shareholders’ approval during business hours between 3.00 PM to 5.00 PM.

In terms of Sections 23, 42 and 62 of the Companies Act, 2013, approval of the members by way of a special resolution was sought to issue the Warrants by way of a preferential allotment on private placement basis.

There is no change in any other disclosure made to the shareholders vide their resolution passed through postal ballot on June 25, 2018. 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 Kumar  
Company Secretary & Compliance Officer**

**Registered Office:**

Equinox Business Park, Tower 3,  
4th Floor, Off BKC, LBS Road, Kurla,  
Mumbai - 400070

Place: Mumbai

Date: 13th August, 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 Tuesday, 18th September, 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 Saturday, 15th September, 2018 (9.00 a.m. IST) and ends on Monday, 17th September, 2018 (5.00 p.m. IST)(both days inclusive). 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. Tuesday, 11th September, 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 i.e. Tuesday, 11th September, 2018. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. Tuesday, 11th September, 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. Tuesday, 11th September, 2018 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if such person is already holding shares in Demat form and had logged on to [www.evotingindia.com](http://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 Monday, 17th September, 2018 (a day prior to EGM) and at the meeting. The notice is also available on the website of the Company viz. [www.ugrocapital.com](http://www.ugrocapital.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 Thursday, 20th September, 2018 at the place where the meeting will be conducted 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 Saturday, 15th September, 2018 (9.00 a.m. IST) and ends on Monday, 17th September, 2018 (5.00 p.m. IST) (both days inclusive). 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. Tuesday, 11th September, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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 in the PAN field.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. 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).

(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](http://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](mailto: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](mailto: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 (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.ugrocapital.com](http://www.ugrocapital.com) and on the Website of CDSL [www.evotingindia.com](http://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 Company is a Non Banking Financial Company (NBFC) and will carry on the lending business. The existing name Chokhani Securities Limited of the Company indicates that the Company deals in the securities hence to reflect the main business activity of the Company it is intended to change the name to UGRO CAPITAL LIMITED.

The board has passed the resolution for change of the name of Company pursuant to the provisions of section 4 read with section 13 and any other applicable provisions of the Companies Act, 2013 and the Reserve Bank of India has issued its No objection for such change and the Registrar of Companies has also approved the availability of the name on 09th day of August, 2018.

Now the approval of the members is required to change the name from Chokhani Securities Limited to Ugro Capital Limited.

The members of the Company are requested to approve the same by passing this resolution as special resolution.

None of the Directors/KMP or their relative are deemed concerned or interested in the above resolution.

#### **Item No. 2:**

With a view to encourage value creation and value sharing with the employees, the board of directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority) has implemented the 'CSL Employee Stock Option Scheme 2017' ("ESOS 2017"). In terms of the disclosure made in the explanatory statement to item no. 9 of the postal ballot notice dated March 31, 2018, the approval from the members of the Company should have been obtained for 39,00,000 equity shares under the ESOS 2017, being the maximum permissible number of shares under the ESOS 2017, and not 30,70,000 equity shares.

In terms of the ESOS 2017 approved by the Board of Directors of the Company in their meeting held on December 31, 2017, the number of equity shares to be issued and allotted under the ESOS 2017 shall be lower of: (i) 30,70,000 (thirty lakhs and seventy thousand) Shares; or (ii) 8% (eight percent) of the expanded share capital of the Company on a fully diluted basis on the date of first Grant of Options under the Scheme. However, upon increase in the expanded equity share capital of the Company by INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only), including securities premium, on account of primary issuances by the Company, within 12 (twelve) months from the Effective Date, other than any increase in the expanded equity share capital of the Company pursuant to the issue of shares and other securities on a preferential allotment basis to the identified investors and pursuant to the issue of shares on account of the merger of the identified entity, as approved by the Board in the resolutions passed on December 31, 2017, the Board of the Company have resolved that the maximum number of Shares that may be issued pursuant to the exercise of the Options Granted in accordance with this Scheme shall be the lower of: (i) 39,00,000 (thirty nine lakhs) Shares; or (ii) 8% (eight percent) of the expanded share capital of the Company on a fully diluted basis on the date of first Grant of Options under the Scheme.

For the purpose of aforesaid, the share capital would be inclusive of the (i) Shares to be granted / allotted under the Scheme; (ii) and other Shares (including instruments convertible into shares) as may be issued by the Company during the currency of the Scheme.

Although it was stated in the explanatory statement to item no. 9 of the postal ballot notice dated March 31, 2018, that the approval from the members of the Company shall be obtained for 39,00,000 equity shares under the ESOS 2017, being the maximum permissible number of shares under the ESOS 2017 and not 30,70,000 equity shares, the resolution stated 30,70,000 inadvertently. Since the resolution passed by the shareholders through postal ballot on May 07, 2018 (results of which were declared on May 09, 2018) provided for 30,70,000 equity shares to be issued under ESOS 2017 and not the maximum permissible number of equity shares being 39,00,000 (as was originally envisaged and informed to the shareholders in the explanatory statement to the said resolution), the Company seeks ratification of the same from the shareholders.

Also the following disclosures shall stand ratified:

#### **Maximum number of Options to be issued per employee and in aggregate**

The number of Options to be granted to an Eligible Employee under the ESOS 2017 shall not exceed 1% of the issued capital of the Company, except as may be approved by the shareholders vide a separate resolution.

#### **Maximum quantum of benefits to be provided per employee under the ESOS 2017**

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date. Further, except for grant of Options upto the limit mentioned under Clause above, no other benefits are being proposed to be provided.

Regulation 6(1) of the SBEB Regulations requires that every employee stock option scheme or its amendment shall be approved by the members of the Company by passing a special resolution. Further, as the ESOS 2017 will entail a further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013.

Accordingly, the Special Resolution set out at Item no. 2 of this Notice is proposed for approval by members.

The Options to be granted under the ESOS 2017 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company. The ESOS 2017 conforms to the SBEB Regulations. Directors / key managerial personnel of the Company / their relatives who may be granted Options under the ESOS 2017 may be deemed to be concerned or interested in the Special Resolution at Item No. 2 of this Notice.

Save as aforesaid, none of the directors / key managerial personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

**Item No. 3:**

Under the 'CSL Employee Stock Option Scheme 2017' ("ESOS 2017"), the Company has granted / intends to grant stock options to certain identified employees (including employees to be recruited at identified designations), to whom options will be granted exceeding 1% of the issued capital (excluding warrants and convertible securities) of the Company on the date of grant of options.

The details of such identified employees are as under:

Sl. No.	Name / Role/ Description of Designation	Maximum Grant
1	Abhijit Ghosh, Chief Executive Officer	7,24,615
2	Manish Agarwal, Chief Risk Officer	2,64,615
3	Anuj Pandey, Chief Operational Officer	2,76,923
4	Sathiayan J, Chief Business Officer	2,64,615
5	Rajni Khurana, Chief Human Resource Officer	1,23,077
6	Ashish Gopal Saxena, Chief Technology Officer	92,308
7	Irem Sayeed, Head – Products	73,846
8	Business Head, BFSI (to be granted after joining)	73,846
9	Chief Financial Officer (to be granted after joining)	2,46,154
10	Chief Growth Officer (to be granted after joining)	1,84,615
11	Chief Compliance Officer& Corporate Legal Head (to be granted after joining)	92,308

Although in terms of the disclosure made in the explanatory statement to item no. 9 of the postal ballot notice dated March 31, 2018, the maximum number of Options that may be granted per Eligible Employee along with the key positions were specifically mentioned and approval of the shareholders was sought accordingly, Regulation 6(1) of the SBEB Regulations requires that grant of stock options exceeding 1% of the issued capital (excluding warrants and convertible securities) of the Company on the date of grant of options shall be approved by the members by way of a separate resolution.

Accordingly, the Special Resolution set out at Item nos. 3 of this Notice is proposed for approval by members.

The Options to be granted under the ESOS 2017 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company. The ESOS 2017 conforms to the SBEB Regulations. Directors / key managerial personnel of the Company / their relatives who may be granted Options under the ESOS 2017 may be deemed to be concerned or interested in the Special Resolution at Item No. 3 of this Notice.

Save as aforesaid, none of the directors / key managerial personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

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

**Sd/-  
Sweta Kumar  
Company Secretary & Compliance Officer**

**Registered Office:**

Equinox Business Park, Tower 3,  
4th Floor, Off BKC, LBS Road, Kurla,  
Mumbai - 400070

Place: Mumbai

Date: 13th August, 2018

# ROUTE MAP

