

25th May, 2018

To,
Manager (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

Scrip Code: 511742

Dear Sir/Madam,

Sub: Submission of Notice of Postal Ballot

With reference to the captioned subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice of Postal Ballot dated 24th May, 2018 issued to the shareholders of the Company.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,
For Chokhani Securities Limited



Ramakant Chokhani
Director
DIN: 00613176

Encl: As above

CHOKHANI SECURITIES LIMITED

CIN: L67120MH1993PLC070739

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

Tel: +91 22 22007772/73, **Fax:** +91 22 22007722

Email: contact@rrcfinancials.com, **Website:** www.rrcfinancials.com

NOTICE OF POSTAL BALLOT

To
The Members,
Chokhani Securities Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, from time to time, to transact the following Special Businesses by the Members of Chokhani Securities Limited ("the Company") by passing the Resolutions as set out in this notice through Postal Ballot which includes e-voting (voting by electronic means).

The Company is seeking your consent for the following proposals by way of passing Ordinary / Special Resolution as may be applicable in connection with the proposed resolutions in compliance with the Act. The proposed resolutions along with explanatory statement under Section 102 of the Act setting out the material facts and the reasons thereof are enclosed along with the Postal Ballot Form for your consideration. The attached Postal Ballot Form is to be used by the members for the purpose of exercising his/ her vote in respect of the said resolutions.

As required under Rule 20(4)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement for dispatch of notice and e-voting will be published in newspapers specifying the relevant matters therein.

The Board of Directors of the Company has appointed M/s Pankaj Nigam & Associates, Company Secretaries (COP No. 7979) to act as Scrutinizer for conducting the Postal Ballot including E Voting process in a fair and transparent manner.

Electronic Voting [e-voting]:

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, e-voting facility as an alternate is being provided to all the members which would enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form. For the purpose, the Company has obtained the services of Central Depository Services (India) Limited (CDSL). The e-voting facility is available at the link www.evotingindia.com. It may be noted that e-voting is optional. The detailed procedure for e-voting is enumerated in the instructions for shareholders voting electronically. In case the Member has exercised the vote in physical as well as electronic mode, the vote cast by electronic mode will only be considered valid.

You are requested to peruse the proposed resolutions along with Explanatory Statement and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed self addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, 25th day of June, 2018. Your assent / dissent received after Monday, 25th day of June, 2018 would be strictly treated as if a reply from you has not been received.

In respect of shareholders opting for e-voting mode as above, they can cast their vote electronically between Sunday, 27th day of May, 2018 from 09:00 A.M. and Monday, 25th day of June, 2018 upto 05:00 P.M. as per the instructions provided in this notice of Postal Ballot.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot forms and e-voting data provided by CDSL in a fair and transparent manner. The result of the Postal Ballot shall be announced by Wednesday, 27th day of June, 2018 at the Registered Office of the Company located at 5-A, Maker Bhavan- II, 18, Sir Vithaldas Thackersey Marg, New Marine Lines, Churchgate, Mumbai - 400020 and shall also be displayed on the Company's website www.rrcfinancials.com besides communicating to BSE Limited on which the shares of the Company are listed.

The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting.

POSTAL BALLOT – SHAREHOLDERS' PROPOSED RESOLUTIONS:

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM RS. 64,00,00,000 (RUPEES SIXTY FOUR CRORE ONLY) TO RS. 100,00,00,000 (RUPEES ONE HUNDRED CRORE ONLY) AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 64,00,00,000/- (Rupees Sixty Four Crores only) divided into 5,00,00,000 equity shares of Rs. 10/- (Rupees Ten only) each and 1,40,00,000 preference shares of Rs. 10/- (Rupees Ten only) each to Rs.100,00,00,000/- (Rupees One Hundred Crores only) by creation of additional 3,00,00,000 equity shares of Rs. 10/- (Rupees Ten only) each and 60,00,000 preference shares of Rs. 10/- (Rupees Ten only) each, and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as the new Clause V:

V. The Authorized Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 8,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000 preference shares of Rs. 10/- (Rupees Ten only) each.

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

ITEM NO. 2 : TO CONSIDER AND APPROVE ISSUANCE OF THE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS AS PER THE DETAILS GIVEN BELOW IN THE RESOLUTION, SUBJECT TO REQUIRED APPROVALS AND IN COMPLIANCE OF THE APPLICABLE LAWS:

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

“RESOLVED THAT pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreement entered into by the Company with BSE Limited (“**BSE**”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis up to 64,92,583 (Sixty Four Lakh Ninety Two Thousand Five Hundred Eighty Three Only) Compulsorily Convertible Preference Shares (“**CCPS**”) having face value of Rs. 10/- (Rupees Ten only) each, at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs.140/- (Rupees One Hundred Forty only) including premium and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment and to issue such number of equity shares as may be required to be issued upon conversion of the CCPS allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering to the following investor (“**Investor**” or “**Proposed Allottee**”) which forms part of the category of public shareholder of the Company:

SR. NO.	NAME OF THE INVESTOR	NO. OF CCPS (UPTO)	FACE VALUE PER CCPS (INR)	TOTAL CONSIDERATION (INR)
1	EIP Global Fund LLC	2,300,000	10	322,000,000
2	Navodhyam Holding LLP	500,000	10	70,000,000
3	BG Advisory Services LLP	357,143	10	50,000,020
4	Aditya Himatsingka	357,143	10	50,000,020
5	Manoj Dhirajlal Rajani	357,143	10	50,000,020
6	Ashutosh Taparia	238,095	10	33,333,300
7	Urmila Devi Taparia	238,095	10	33,333,300
8	Sanjeev Taparia	238,095	10	33,333,300
9	Family Trust	214,286	10	30,000,040
10	Chattisgarh Investments Limited	200,000	10	28,000,000
11	Shilpa Ajitkumar Patel	142,857	10	19,999,980
12	Asteya Investment Manager LLP	100,000	10	14,000,000

13	Andre Graham Nazareth	71,429	10	10,000,060
14	Deepti Joshi	71,429	10	10,000,060
15	Govind Pathak	71,429	10	10,000,060
16	Rakesh Gupta	71,429	10	10,000,060
17	Ujwal A Shangarpawar	71,429	10	10,000,060
18	Vivek Mishra	71,429	10	10,000,060
19	Vinodh Chelambathodi Gopalkrishnan Markaseri	71,429	10	10,000,060
20	Orbis Securities Private Limited	70,000	10	9,800,000
21	Ankur Arora	53,572	10	7,500,080
22	George Thomas Thekkekara	40,000	10	5,600,000
23	Accorn Investments Advisory Services Private Limited	35,715	10	5,000,100
24	Indranil Chakraborty	35,715	10	5,000,100
25	Jigisha Suresh Lulla	35,715	10	5,000,100
26	Manoj Warriar	35,715	10	5,000,100
27	Natasha Rodricks	35,715	10	5,000,100
28	Neetu Brijesh Gaur	35,715	10	5,000,100
29	Russell John Barrett	35,715	10	5,000,100
30	Stanly William	35,715	10	5,000,100
31	Tarun Batra	35,715	10	5,000,100
32	Amit Aggarwal	35,715	10	5,000,100
33	RNG Family Private Trust	35,714	10	4,999,960
34	Rashmi Gupta	35,000	10	4,900,000
35	Ravi Ruparel	20,000	10	2,800,000
36	Aditya Vikram Dua	17,858	10	2,500,120
37	Anish Handa	18,000	10	2,520,000
38	Mahesh Agarwal	18,000	10	2,520,000
39	Venugopalan Swaminathan	17,857	10	2,499,980
40	Raoul Kapoor	17,857	10	2,499,980
41	Pardeep Dahiya	10,715	10	15,00,100
42	Swapnilsagar R Vithalani	10,000	10	1,400,000
43	Nidhi Thakkar	10,000	10	1,400,000
44	Nisha Goyal	10,000	10	1,400,000
45	Gopal Laddha	4,000	10	560,000
46	Nimesh Shantilal Salot	4,000	10	560,000
	Total	6,492,583		908,961,620

RESOLVED FURTHER THAT the CCPS shall (i) not carry any dividend; and (ii) be converted into one equity share of the Company; (iii) CCPS shall be convertible into equity shares at any time not later than 18 months from the date of allotment of such CCPS, but in no case prior to expiry 6 months from the date of their allotment (iv) The CCPS by themselves do not give to the holder thereof any rights of equity shareholder of the Company; and (v) the number of Equity Shares that each CCPS converts into and the price per Equity Share upon conversion of each CCPS shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring;

RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCPS shall rank *paripassu* in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the CCPS is being made in accordance with the ICDR Regulations;

RESOLVED FURTHER THAT the “relevant date” for determination of the price at which the CCPS convert into equity shares of the Company, shall be the date which is 30 (thirty) days prior to the date on which the resolution of members (by postal ballot) is passed approving the proposed issuance of CCPS, i.e. May 25, 2018;

RESOLVED FURTHER THAT in accordance with Regulation 74(1) of the ICDR Regulations, CCPS shall be issued and allotted within a period of 15 days from the date of passing of this resolution, provided that where the said issuance and allotment is pending on account of pendency of any approval for such issuance and allotment by any regulatory authority, the issuance and allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCPS, be listed on BSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCPS and for the admission of such equity shares issued pursuant to conversion of CCPS with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), and for the credit of the CCPS and the equity shares allotted upon conversion of the CCPS to the demat account of the Proposed Allottee;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the CCPS pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Axis Bank or any other schedule commercial bank as may be decided by the Board and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issue of the letter of offer, filing of relevant forms on the issue and allotment of CCPS and equity shares issued pursuant to conversion of the CCPS, execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint bankers, registrar and other consultants and advisors to the proposed issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law;

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3: TO CONSIDER AND APPROVE ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS AS PER THE DETAILS GIVEN BELOW IN THE RESOLUTION, SUBJECT TO REQUIRED APPROVALS AND IN COMPLIANCE OF THE APPLICABLE LAWS:

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreement entered into by the Company with BSE Limited (“**BSE**”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis up to 87,83,785 (Eighty Seven Lakh Eighty Three Thousand Seven Hundred Eighty Five Only) convertible Warrants (“**Warrants**”) on a preferential basis to the following investor (“**Warrant Holder**”) with a right to the Warrant Holder to apply for and get one equity share of face value Rs. 10/- (Rupees Ten only) each (the “**Equity Share**”) for each Warrant at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 148/- (Rupees One Hundred Forty Eight only) including premium and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment and to issue such number of equity shares as may be required to be issued upon exercise of the Warrants allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering:

SR. NO.	NAME OF THE INVESTORS	NO OF WARRANTS (UPTO)	TOTAL CONSIDERATION (INR) (UPTO AN AMOUNT OF)
1.	Samena Fidem Holdings	8,783,785	130,00,00,180

RESOLVED FURTHER THAT (i) each Warrant shall give the Warrant Holder the right to exercise for one Equity Share of the Company; (ii) Warrants shall be convertible into equity shares after the expiry of 6 months from the date of allotment of Warrants but no later than December 31, 2019 (iii) The Warrants by themselves do not give to the holder thereof any rights of the shareholder of the Company; (iv) the number of Equity Shares and the price per Equity Share upon exercise of each Warrant shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring; (v) Atleast 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants; and (vi) at the time of exercise, the Warrant Holder shall pay the balance of the consideration payable in respect of the Warrants so being exercised;

RESOLVED FURTHER THAT the equity shares to be issued on exercise of the Warrants shall rank *paripassu* in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Warrants is being made in accordance with the ICDR Regulations;

RESOLVED FURTHER THAT the “relevant date” for determination of the price at which the Warrants are exercisable into equity shares of the Company, shall be the date which is 30 (thirty) days prior to the date on which the resolution of members (by postal ballot) is passed approving the proposed issuance of warrants, i.e. May 25, 2018;

RESOLVED FURTHER THAT in accordance with Regulation 74(1) of the ICDR Regulations, Warrants shall be issued and allotted within a period of 15 days from the date of passing of this resolution, provided that where the said issuance and allotment is pending on account of pendency of any approval for such issuance and allotment by any regulatory authority, the issuance and allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Warrant Holder upon exercise of the Warrants, be listed on BSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Warrant Holder upon exercise of the Warrants and for the admission of such equity shares issued pursuant to exercise of Warrants with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), and for the credit of the Warrants and the equity shares allotted upon exercise of the Warrants to the demat account of the Warrant Holders;

RESOLVED FURTHER THAT the monies received by the Company from the Warrant Holders for application of the Warrants pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Axis Bank or any other schedule commercial bank as may be decided by the Board and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issue of the letter of offer, filing of relevant forms on the issue and allotment of Warrants and equity shares issued pursuant to exercise of the Warrants, execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint bankers, registrar and other consultants and advisors to the proposed issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law;

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board
Chokhani Securities Limited**

**Ramakant Chokhani
Director
DIN: 00613176**

Place: Mumbai
Date: May 24, 2018

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding) as on Friday, May 18, 2018. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to all the members by permitted mode along with a self-addressed Business Reply Envelope.
3. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
4. A Member cannot exercise his vote by proxy on postal ballot.
5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the form duly completed and signed in the attached self – addressed business reply envelope so as to reach the Scrutinizer not later than 5.00 p.m. on Monday, June 25, 2018. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
6. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility. The e-voting facility is available at the link www.evotingindia.com. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as “INVALID”.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on **Friday, May 18, 2018**. The voting period commences on Sunday, May 27, 2018 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Monday, June 25, 2018.
9. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the Company’s website: www.rrcfinancials.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Monday, June 25, 2018.
10. During the voting period, members can login to CDSL’s e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. The resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Monday, June 25, 2018.
12. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company’s registered office during business hours on all working days except Saturday from the date of dispatch of this Postal Ballot Notice till Monday, June 25, 2018.
13. **Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
14. **The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.**

INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on Sunday, May 27, 2018 at 9.00 a.m. and ends on Monday, June 25, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, May 18, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 to be also 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Chokhani Securities Limited on which you choose to vote.
- (xii) 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 implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

**Explanatory Statement to the accompanying Notice dated 24th May, 2018
[Pursuant to section 102 of the Companies Act, 2013]**

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM RS. 64,00,00,000 (RUPEES SIXTY FOUR CRORE ONLY) TO RS. 100,00,00,000 (RUPEES ONE HUNDRED CRORE ONLY) AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

The Company proposes to raise funds by way of issuance of securities on preferential basis to the investors. The authorized share capital is required to be increased from Rs. 64,00,00,000/- to Rs. 100,00,00,000/- in order to accommodate the issuance of the proposed securities.

The present Capital Clause of the Memorandum of Association of the Company states that the authorized share capital of the Company is Rs. 64,00,00,000/- (Rupees Sixty Four Crores only) divided into 5,00,00,000 equity shares of Rs. 10/- (Rupees Ten only) each and 1,40,00,000 preference shares of Rs. 10/- (Rupees Ten only) each. Thus, the Board proposes to alter the Capital Clause of the Memorandum of Association of the Company and accordingly the altered Capital Clause of the Memorandum of Association of the Company will state that the authorized share capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 8,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,00,000 preference shares of Rs. 10/- (Rupees Ten only) each.

The proposed increase in authorised share capital can be effected by making an alteration in the Capital Clause of the Memorandum of Association of the Company which require the members’ approval pursuant to sections 13, 14 & 61 of the Companies Act, 2013. Accordingly, the Board recommends the passing of the resolutions as set out under Item No. 1 to this Notice by way of an ordinary resolution. An altered copy of the Memorandum of Association of the Company is available for inspection by the Members at the Registered Office of the company during the office hours on all working days.

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

ITEM NO. 2: TO CONSIDER AND APPROVE ISSUANCE OF THE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS AS PER THE DETAILS GIVEN BELOW IN THE RESOLUTION, SUBJECT TO REQUIRED APPROVALS AND IN COMPLIANCE OF THE APPLICABLE LAWS:

The special resolution as mentioned under item no. 2 proposes to authorize the board of directors (“Board”) to issue and allot up to 64,92,583 (Sixty Four Lakh Ninety Two Thousand Five Hundred Eighty Three Only) compulsorily convertible preference shares (“CCPS”) having face value of Rs. 10/- (Rupees Ten only) each, at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”), which shall not be less than Rs. 140/- (Rupees One Hundred Forty only) including premium and in such manner and on such terms of conditions as prescribed under ICDR Regulations and in compliance with Sections 42, 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

I. Objects of the issue through Preferential Offer

The proceeds of the preferential offer are proposed to be used to fund the Company’s growth capital requirements, general corporate purposes, strategic acquisitions, maintenance of adequate liquidity for future requirements in line with the growth strategy of the Company.

II. Pricing of the Issue and Relevant Date

The equity shares to be issued pursuant to conversion of CCPSs will be issued at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 140/- (Rupees One Hundred Forty only) including premium.

“Relevant Date” in relation to the issue of equity shares upon conversion of the CCPSs in accordance with the ICDR Regulations, would be May 25, 2018, being the date 30 days prior to the date of the shareholders’ approval by way of postal ballot for the proposed preferential issue.

III. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

The entire issue of CCPS will be made to financial investors as mentioned above and no CCPSs are being subscribed by the Promoters / Directors / Key Management Persons of the Company.

IV. Shareholding pattern before and after the Preferential Issue

Sr. No.	Category	Pre preferential holding*		Post preferential holding (after allotment of CCPS)*	
		No.	%age	No.	%age
A	Promoter Group				
A1	Indian				
	Individuals / HUF **	3,467,800	73.81	3,467,800	30.99
	Bodies Corporate	-	-	-	-
A2	Foreign	-	-	-	-
	Sub Total (A=A1+A2)	3,467,800	73.81	3,467,800	30.99
B	Public				
B1	Institutions	-	-	-	-
B2	Central Government / State Government / President of India	-	-	-	-
B3	Non Institutions				
	Individual share capital upto Rs. 2 lakhs	301,012	6.41	459,299	4.10
	Individual share capital in excess of Rs. 2 lakhs	22,000	0.47	2,543,438	22.73
	Others:				
	Foreign Companies	-	-	2,300,000	20.55
	Bodies Corporate	11,036	0.23	316,751	2.83
	Clearing Members	13,039	0.28	13,039	0.12
	NRI	1,450	0.03	1,450	0.01
	HUF	3,146	0.07	3,146	0.03
	Trust	-	-	250,000	2.23
	LLP (including Poshika Advisory Services LLP)	879,017	18.71	1,836,160	16.41
	Sub Total (B=B1+B2+B3)	1,230,700	26.19	7,723,283	69.01
	Grand Total (A+B)	4,698,500	100.00	11,191,083	100.00

* The pre and post allotment shareholding pattern does not consider the number of Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures to be allotted pursuant to approval granted by members on May 07, 2018 through postal ballot and the proposed equity shares to be issued pursuant to the implementation of the ongoing Scheme of Arrangement.

** Mr. Shachindra Nath and Poshika Advisory Services LLP (collectively referred to as “**Acquirers**”) have entered into a Share Purchase and Transfer of control Agreement (“**Agreement**”) with the existing promoters of the Company to acquire 2,916,800 equity shares of the company. Pursuant to the Agreement, the Acquirers will acquire control over the Target Company and will be classified as promoters. The existing promoters will cede control of the company and will be classified as public shareholders. Consequently, Open Offer under Regulation 3 and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, pursuant to which the Acquirers will acquire upto 1,886,726 equity shares from public shareholders is under process.

V. Proposed time within which the allotment shall be completed

As required under chapter 7 of the ICDR Regulation, the allotment of issue of CCPSs 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.

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them.

The details of the Proposed Allottees are as per the following table:

Name of the Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee #	Nature of allottee	No. of CCPS to be allotted	Pre preferential holding		Post preferential holding (after allotment of CCPS)*	
				No.	%age	No.	%age
EIP Global Fund LLC	EIP Global Fund LLC is a single member LLC owned by EIP Global Fund LLC. EIP Global Fund LLC is promoted by Mr. Sridhar Chityala	Non QIB	2,300,000	-	-	2,300,000	20.55
Navodhyam Holding LLP	RM Investment Trust and NK Investment Trust are the partners of LLP. Mr. Madan Lal Malhotra, Mr. Yash Malhotra and Ms. Kamakshi Malhotra are the beneficiaries of RM Investment Trust and Mrs. Nidhi Kapoor, Ms. Heyyia Kapoor and Mr. Prajav Kapoor are the beneficiaries of NK Investment Trust	Non QIB	500,000	-	-	500,000	4.47
BG Advisory Services LLP	Mr. Jaspal Bindra and Mr. Chandir Gidwani are the partners of the LLP	Non QIB	357,143	-	-	357,143	3.19
Aditya Himatsingka	Individual	Non QIB	357,143	-	-	357,143	3.19
Manoj Dhirajlal Rajani	Individual	Non QIB	357,143	-	-	357,143	3.19
Ashutosh Taparia	Individual	Non QIB	238,095	-	-	238,095	2.13
Urmila Devi Taparia	Individual	Non QIB	238,095	-	-	238,095	2.13
Sanjeev Taparia	Individual	Non QIB	238,095	-	-	238,095	2.13
Family Trust	Ms. Riya Aggarwal, Miss. Kamya Aggarwal and Mstr. Vedit Aggarwal are the beneficiaries of the Trust	Non QIB	214,286	-	-	214,286	1.91
Chattisgarh Investments Limited	Listed on Calcutta Stock Exchange	Non QIB	200,000	-	-	200,000	1.79
Shilpa Ajitkumar Patel	Individual	Non QIB	142,857	-	-	142,857	1.28
Asteya Investment Manager LLP	Mr. Arun Bahl and Mr. Manindra Gupta are the ultimate beneficial owners	Non QIB	100,000	-	-	100,000	0.89
Andre Graham Nazareth	Individual	Non QIB	71,429	-	-	71,429	0.64
Deepti Joshi	Individual	Non QIB	71,429	-	-	71,429	0.64
Govind Pathak	Individual	Non QIB	71,429	-	-	71,429	0.64
Rakesh Gupta	Individual	Non QIB	71,429	-	-	71,429	0.64

Ujwal A Shangarpawar	Individual	Non QIB	71,429	-	-	71,429	0.64
Vivek Mishra	Individual	Non QIB	71,429	-	-	71,429	0.64
Vinodh Chelambathodi Gopalkrishnan Markaseri	Individual	Non QIB	71,429	-	-	71,429	0.64
Orbis Securities Private Limited	Mr. Atul Gupta is the promoter of Orbis Securities Private Limited	Non QIB	70,000	-	-	70,000	0.63
Ankur Arora	Individual	Non QIB	53,572	-	-	53,572	0.48
George Thomas Thekkekara	Individual	Non QIB	40,000	-	-	40,000	0.36
Accorn Investments Advisory Services Private Limited	Mr. Govind Pathak and Ms. Madhu Pathak are the beneficial owners	Non QIB	35,715	-	-	35,715	0.32
Indranil Chakraborty	Individual	Non QIB	35,715	-	-	35,715	0.32
Jigisha Suresh Lulla	Individual	Non QIB	35,715	-	-	35,715	0.32
Manoj Warriar	Individual	Non QIB	35,715	-	-	35,715	0.32
Natasha Rodricks	Individual	Non QIB	35,715	-	-	35,715	0.32
Neetu Brijesh Gaur	Individual	Non QIB	35,715	-	-	35,715	0.32
Russell John Barrett	Individual	Non QIB	35,715	-	-	35,715	0.32
Stanly William	Individual	Non QIB	35,715	-	-	35,715	0.32
Tarun Batra	Individual	Non QIB	35,715	-	-	35,715	0.32
Amit Aggarwal	Individual	Non QIB	35,715	-	-	35,715	0.32
RNG Family Private Trust	Ms. Anisha Gupta is the beneficiary of the Trust	Non QIB	35,714	-	-	35,714	0.32
Rashmi Gupta	Individual	Non QIB	35,000	-	-	35,000	0.31
Ravi Ruparel	Individual	Non QIB	20,000	-	-	20,000	0.18
Aditya Vikram Dua	Individual	Non QIB	17,858	-	-	17,858	0.16
AnishHanda	Individual	Non QIB	18,000	-	-	18,000	0.16
Mahesh Agarwal	Individual	Non QIB	18,000	-	-	18,000	0.16
Venugopalan Swaminathan	Individual	Non QIB	17,857	-	-	17,857	0.16
Raoul Kapoor	Individual	Non QIB	17,857	-	-	17,857	0.16
Pradeep Dahiya	Individual	Non QIB	10,715	-	-	10,715	0.10
Swapnilsagar R Vithalani	Individual	Non QIB	10,000	-	-	10,000	0.09
Nidhi Thakkar	Individual	Non QIB	10,000	-	-	10,000	0.09
Nisha Goyal	Individual	Non QIB	10,000	-	-	10,000	0.09
GopalLaddha	Individual	Non QIB	4,000	-	-	4,000	0.04
Nimesh Shantilal Salot	Individual	Non QIB	4,000	-	-	4,000	0.04
Total			6,492,583	-	-	6,492,583	58.02

As on the date of this notice.

** The pre and post allotment shareholding pattern does not consider the number of Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures to be allotted pursuant to approval granted by members on May 07, 2018 through postal ballot and the proposed equity shares to be issued pursuant to the implementation of the ongoing Scheme of Arrangement.*

VII. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the CCPSs to the Proposed Allottee and consequent to issuance of equity shares by the Company to the Proposed Allottee upon conversion of such CCPS except a corresponding change in the shareholding pattern as well as the voting rights. The Proposed Allottee shall form part of the public shareholders.

VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil. However the shareholders of the Company has granted an approval on May 07, 2018 to issue and allot the following securities, allotment of which is pending:

Particulars	No. of Equity Shares to be allotted (including conversion)
Proposed preferential allotment of equity shares (Number of proposed allottees: 2)	25,58,138
Proposed preferential allotment of CCPS (Number of proposed allottees: 1)	1,38,37,210
Proposed preferential allotment of CCD (Number of proposed allottees: 2)	1,73,25,582

The Company shall complete the allotment of the aforesaid securities prior to offer of securities for which approval is granted through this resolution.

IX. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

X. Undertaking

As the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 73(1)(f) and (g) of the ICDR Regulations are not applicable.

XI. Lock In period

The CCPS 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 will be made available for inspection at the registered office of the Company on any working day till the date of the shareholders' approval (by postal Ballot) 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 is required to issue the CCPS by way of a preferential allotment on private placement basis. Hence, the Board recommends the resolution proposed at Item No. 2 for your approval by way of a special resolution.

None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolutions, except to the extent of their respective shareholding in the Company.

ITEM NO. 3: TO CONSIDER AND APPROVE ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS AS PER THE DETAILS GIVEN BELOW IN THE RESOLUTION, SUBJECT TO REQUIRED APPROVALS AND IN COMPLIANCE OF THE APPLICABLE LAWS:

The special resolution as mentioned under item no. 3 proposes to authorize the board of directors ("**Board**") to issue and allot up to 8,783,785 (Eighty Seven Lakh Eighty Three Thousand Seven Hundred Eighty Five Only) convertible warrants ("**Warrants**") at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 148/- (Rupees One Hundred Forty Eight only) including premium and in such manner and on such terms of conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") and in compliance with Sections 42, 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

I. Objects of the issue through Preferential Offer

The proceeds of the preferential offer are proposed to be used to fund the Company's growth capital requirements, general corporate purposes, strategic acquisitions, maintenance of adequate liquidity for future requirements in line with the growth strategy of the Company.

II. Pricing of the Issue and Relevant Date

The equity shares to be issued pursuant to exercise of Warrants will be issued at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 148/- (Rupees One Hundred Forty Eight only) including premium.

“**Relevant Date**” in relation to the issue of equity shares upon exercise of Warrants in accordance with the ICDR Regulations, would be 25th day of May, 2018, being the date 30 days prior to the date of the shareholders’ approval by way of postal ballot for the proposed preferential issue.

III. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

The entire issue of Warrants will be made to financial investor as mentioned above and no Warrants are being subscribed by the Promoters / Directors / Key Management Persons of the Company.

IV. Shareholding pattern before and after the Preferential Issue

Sr. No.	Category	Pre preferential holding*		Post preferential holding(after allotment of CCPS and Warrants)*	
		No.	%age	No.	%age
A	Promoter Group				
A1	Indian				
	Individuals / HUF **	3,467,800	73.81	3,467,800	17.36
	Bodies Corporate	-	-	-	-
A2	Foreign	-	-	-	-
	Sub Total (A=A1+A2)	3,467,800	73.81	3,467,800	17.36
B	Public				
B1	Institutions	-	-	-	-
B2	Central Government / State Government / President of India	-	-	-	-
B3	Non Institutions				
	Individual share capital upto Rs. 2 lakhs	301,012	6.41	459,299	2.30
	Individual share capital in excess of Rs. 2 lakhs	22,000	0.47	2,543,438	12.73
	Others:				
	Foreign Companies	-	-	11,083,785	55.49
	Bodies Corporate	11,036	0.23	316,751	1.59
	Clearing Members	13,039	0.28	13,039	0.07
	NRI	1,450	0.03	1,450	0.01
	HUF	3,146	0.07	3,146	0.02
	Trust	-	-	250,000	1.25
	LLP (including Poshika Advisory Services LLP)	879,017	18.71	1,836,160	9.19
	Sub Total (B=B1+B2+B3)	1,230,700	26.19	16,507,068	82.64
	Grand Total (A+B)	4,698,500	100.00	19,974,868	100.00

* The pre and post allotment shareholding pattern does not consider the number of Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures to be allotted pursuant to approval granted by members on May 07, 2018 through postal ballot and the proposed equity shares to be issued pursuant to the implementation of the ongoing Scheme of Arrangement.

** Mr. Shachindra Nath and Poshika Advisory Services LLP (collectively referred to as “**Acquirers**”) have entered into a Share Purchase and Transfer of control Agreement (“**Agreement**”) with the existing promoters of the Company to acquire 2,916,800 equity shares of the company. Pursuant to the Agreement, the Acquirers will acquire control over the Target Company and will be classified as promoters. The existing promoters will cede control of the company and will be classified as public shareholders. Consequently, Open Offer under Regulation 3 and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, pursuant to which the Acquirers will acquire upto 1,886,726 equity shares from public shareholders is under process.

V. Proposed time within which the allotment shall be completed

As required under chapter 7 of the ICDR Regulation, the allotment of issue of CCPSSs 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.

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them.

The details of the Proposed Allottees are as per the following table:

Name of the Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee #	Nature of allottee	No. of Warrants to be allotted	Pre preferential holding		Post preferential holding(after allotment of CCPS and Warrants)*	
				No.	%age	No.	%age
SamenaFidem Holdings	The ultimate beneficial owner of SamenaFidem Holdings is Samena Special Situations Fund III LP ("SSSF III"), Cayman Islands. No single investor holds an interest of 15% or more in SSSF III.	Non QIB	8,783,785	-	-	8,783,785	43.97

As on the date of this notice.

* The pre and post allotment shareholding pattern does not consider the number of Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures to be allotted pursuant to approval granted by members on May 07, 2018 through postal ballot and the proposed equity shares to be issued pursuant to the implementation of the ongoing Scheme of Arrangement.

VII. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Warrants to the Warrant Holder and consequent to issuance of equity shares by the Company to the Warrant Holder upon exercise of such Warrants except a corresponding change in the shareholding pattern as well as the voting rights. The Warrant Holder shall form part of the public shareholders.

VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil. However the shareholders of the Company has granted an approval on May 07, 2018 to issue and allot the following securities, allotment of which is pending:

Particulars	No. of Equity Shares to be allotted (including conversion)
Proposed preferential allotment of equity shares (Number of proposed allottees: 2)	25,58,138
Proposed preferential allotment of CCPS (Number of proposed allottees: 1)	1,38,37,210
Proposed preferential allotment of CCD (Number of proposed allottees: 2)	1,73,25,582

The Company shall complete the allotment of the aforesaid securities prior to offer of securities for which approval is granted through this resolution.

IX. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

X. Undertaking

As the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 73(1)(f) and (g) of the ICDR Regulations are not applicable.

XI. Lock In period

The CCPS 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 will be made available for inspection at the registered office of the Company on any working day till the date of the shareholders' approval (by postal Ballot) 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 is required to issue the CCPS by way of a preferential allotment on private placement basis. Hence, the Board recommends the resolution proposed at Item No. 3 for your approval by way of a special resolution.

None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolutions, except to the extent of their respective shareholding in the Company.

**By order of the Board
Chokhani Securities Limited**

**Ramakant Chokhani
Director
DIN: 00613176**

Place: Mumbai
Date: May 24, 2018

this page is intentionally kept blank