

NOTICE

NOTICE is hereby given that the Twenty Second **Annual General Meeting** of the Members of **Chokhani Securities Limited** will be held at **11.00 a.m. on Friday, the 31st July, 2015** at 5A-Maker Bhavan No.2, Sir Vithaldas Thakersey Marg, New Marine Lines, Churchgate, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ramakant R Chokhani, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mrs. Jyoti Anuj Jain (DIN: 00613331) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider and if though fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mr. Rajesh Chokhani (DIN: 00238789), who retires by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajesh Chokhani as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2020.”

**ON BEHALF OF THE BOARD OF DIRECTORS
FOR CHOKHANI SECURITIES LTD.**

Registered Office:

5A, Maker Bhavan No.2,
Sir Vithaldas Thackeray Marg,
New Marine lines, Churchgate
Mumbai 400 020

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

Place: Mumbai

Date: May 29, 2015

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 the proxy (ies) need not be a member.**
2. The proxy to be effective should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. As required under Clause 49 of the Listing Agreement, profile of Directors seeking appointment/ re-appointments at the Annual General Meeting, forms part of the notice.
5. The Register of Members and the Share Transfer Books will remain closed from 25th July, 2015 to 31st July, 2015 (both days inclusive).
6. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
7. The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
8. Corporate member, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
9. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.
11. Electronic copy of the Annual Report for 2015 is being sent to all the members, whose e-mail IDs are registered with the Company/depository participants for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a financial year to the member to registered his e-mail address and any change therein. In compliance with the same, we request the members who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facilities as an alternative mode to voting at the meeting. Necessary arrangements have been made by the Company with the Central Depository Services Ltd. (CDSL) to facilitate e-voting. The instructions for e-voting are as under:
 - i) Log on to the e-voting website www.evotingindia.com
 - ii) Click on 'Shareholders' tab.
 - iii) Now, select 'CHOKHANI SECURITIES LIMITED' from the drop down menu and click on 'SUBMIT'.
 - iv) Now, enter your Use ID : For CDSL – 16 digits beneficiary ID, for NSDL – 8 character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

v) If you are holding shares in Demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

vi) Now, fill up the following details in the appropriate boxes:

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

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

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

vii) After entering these details appropriately, click on 'SUBMIT' tab.

viii) 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.

ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the relevant Chokhani Securities Limited on which you choose to vote.

xi) 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.

xii) Click on the 'Resolution File Link' if you wish to view the entire Resolutions.

xiii) 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.

xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the voting page.

xvi) If demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.

xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF Format in the system for the scrutinizer to verify the same.

- xviii) The voting period begins on **28.07.2015 (9.30 a.m.)** and **end on 30.07.2015 (5.00 p.m.)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 24.07.2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 24/07/2015
- b) Mr. Upendra Shukla, Practising Company Secretary, have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members, who do not have access to the e-voting process) in a fair and transparent manner.
- c) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against if any, forthwith to the Chairman of the Company.
- d) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot shall be treated as invalid.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rrcfincials.com and on the website on CDSL www.evoting.nsdl.com within two days of the passing of the resolutions at the 22nd AGM and communicated to BSE Ltd., where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Jyoti Anuj Jain for the office of Director of the Company. The Company has also received from Mrs. Jain (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013. Mrs. Jyoti A. Jain is not holding Equity Shares in the Company.

A copy of the draft letters of appointment proposed to be issued to Mrs. Jyoti Anuj Jain on her appointment as a Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working day upto the date of the Annual General Meeting.

Mrs. Jyoti Anuj Jain has done her Bachelor of Management Studies (BMS) from the Mumbai University and Post Graduate Diploma in Finance from Narsee Monjee Institute of Management Studies (NMIMS) Brief resume of Mrs. Jyoti Jain, nature of her experience in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report, which forms part of the Annual Report.

Mrs. Jyoti Jain may be deemed to be interested to the extent of her shareholding in respect of her appointment as a Director. Mr. Ramakant R. Chokhani, who is her relative and the Chairman of the Company and their other relatives may be deemed to be concerned or interested in the appointment of Mrs. Jyoti Jain, to the extent of their respective shareholding. None of the other Directors and key managerial personnel of the Company and their relatives is interested in the proposed resolution.

ITEM NO: 5

Mr. Rajesh Chokhani is Independent Director of the Company and have held the positions for more than 5 (five) years. His term of office is liable to be determined in the ensuing Annual General Meeting. Pursuant to the coming into force of Section 149 of the Companies Act, 2013 from 1st April, 2014 as also amended Clause 49 of the Listing Agreement by SEBI (which is effective from 1st October, 2014) inter alia stipulating the conditions for the appointment of an independent directors, the Company has re-assessed the status of its directors with a view to determining their qualifying for classification as Independent Directors in term of Section 149 (6) of the Act and amended Clause 49 of the Listing Agreement. Accordingly, Mr. Rajesh Chokhani fulfills the criteria laid down in Section 149 (6) of the Act and amended Clause 49. Section 149 (10) of the Act and Clause 49 of Listing Agreement, which restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years, which shall be effective from 1st April, 2014. In compliance with the provisions of Section 149 of the Act and Clause 49, it is proposed to appoint Mr. Rajesh Chokhani as Independent Directors of the Company to hold office for a term up to March 31, 2020.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from members along with a deposits of the prescribed amount proposing the candidature of Mr. Rajesh Chokhani for the office of an Independent Directors.

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

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

Brief resume of Mr. Rajesh Chokhani, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report, which forms part the Annual Report.

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

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

**ON BEHALF OF THE BOARD OF DIRECTORS
FOR CHOKHANI SECURITIES LTD.**

Registered Office:

5A, Maker Bhavan No.2,
Sir Vithaldas Thackeray Marg,
New Marine lines, Churchgate
Mumbai 400 020

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

Place: Mumbai

Date: May 29, 2015