



## INDITRADE CAPITAL LIMITED

(Formerly known as JRG Securities Ltd)

CIN: L67120KL1994PLC008265

Reg. Office: XXXVI / 202, JJ Complex, Dairy Methanam Road, Edappally, Kochi, Kerala – 682 024.

Tele: 0484 3006000, Fax: 0484 4766088, Email:inditrade@inditrade.com, Web Site: www.inditrade.com

### NOTICE OF POSTAL BALLOT

**Dear Member(s)**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read together with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modifications thereof for the time being in force, that Inditrade Capital Limited (the "Company") is seeking the approval of the Members by way of a Special Resolution, for the Resolution appended below, through Postal Ballot/ electronic voting (e-voting). The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts concerning the Resolution and the reasons thereof are annexed hereto for your consideration.

According to the provisions of Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the Members by way of a Special Resolution.

The Company proposes to sell / dispose of its Equity broking business, demat services, franchise network, clients and identified employees / personnel of the Company ("Undertaking"), together with specified assets and liabilities in relation to the Undertaking but excluding its brand name, and other specific assets and liabilities, as a going concern on a slump sale basis on an "as is where is" basis to M/s. Choice Broking Private Limited ("Choice") for a consideration of Rs. 32 Crores (Rupees Thirty Two Crores only). The Company is therefore seeking consent of the Members for the said proposal.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same, duly completed and signed, in the attached self-addressed, postage pre-paid envelope (postage borne by the Company). The duly completed Postal Ballot Form shall reach the Scrutinizer not later than 5:00 p.m. on 29th day of June 2018 and the Postal Ballot Form, if any, is received after the aforementioned time period, the same shall not be considered.

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of the Members dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Members opting for e-voting facility are requested to carefully read the instructions under the Section 'Procedure with respect to E-voting' given in the Notes forming the part of this Notice.

The Board of Directors of the Company has appointed M/s. SVJS & Associates, Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process. The Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company after the completion of the scrutiny of the Postal Ballots, including e-voting. The result of the Postal Ballot will be announced not later than 3rd day of July 2018, at 5:00 p.m. at the Registered Office of the Company and will be displayed at the said address and will be available on the Company's website at [www.inditrade.com](http://www.inditrade.com) and on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). Such results will also be communicated to the Registrar and Share Transfer Agents of the Company and to the Stock Exchange i.e, BSE Limited.

#### **Resolution:**

##### **Sale of Undertaking under Section 180(1)(a) of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreement entered into by the Company with BSE Ltd where the shares of the Company are listed, and approvals, consents and permissions being obtained from the appropriate authorities including Securities and Exchange Board of India (SEBI) and other statutory/regulatory authorities, if any, to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this Resolution), to sell/dispose of its Equity broking business, demat services, franchise network, clients and identified employees / personnel of the Company ("Undertaking"), together with specified assets and liabilities in relation to the Undertaking but excluding its brand name, and other specific assets and liabilities, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s. Choice Broking Private Limited ("Choice") for a consideration of Rs. 32 Crores (Rupees Thirty Two Crores only) on such terms and conditions as may be deemed fit by the Board".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale / disposal of the Undertaking as they may in their absolute discretion deem fit".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents if required, arranging delivery and execution of contracts, deeds, agreements and instruments".

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects”.

**By the order of the Board of Directors  
For Inditrade Capital Limited**

Date : 25th May, 2018  
Place: Kochi

**Sd/-  
Vinod Mohan  
Company Secretary  
FCS 8044**

**Notes:**

1. The statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 setting out material facts and reasons for the proposed special business is annexed herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company by courier/registered post (whose mail id's are not registered) and electronically by email to those Members who have registered their e-mail ids with the Depositories or with the Company and whose names appear in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)/ Bigshare Services Private Limited (RTA) on 18th May, 2018.
3. Members may also note that the Notice along with explanatory statement will be made available on the Company's website, [www.inditrade.com](http://www.inditrade.com). Physical copies of these documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 18th May, 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only.
5. The Members can opt for only one mode of voting, i.e., either by physical 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 Forms will be treated as invalid.
6. To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with Company's Registrars and Transfer Agent/ Depositories.
7. The following person shall be responsible to address grievances concerned with voting by Postal Ballot: Contact Name – Mr. Vinod Mohan, Company Secretary, Inditrade Capital Limited, XXXVI/202, JJ Complex, Dairy Methanam Road, Edappally, Kochi, Kerala – 682024, Contact No. 0484 – 3006000.

**Procedure with respect to E-Voting :-**

- (i) The voting period begins on 30th May 2018 at 9 a.m and ends on 28th June, 2018 at 5 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th May 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Member should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Members.
- (iv) Then Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

	<b>For Members holding shares in Demat Form and/or Physical Form.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Members holding shares in demat as well as physical form) <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 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. <ul style="list-style-type: none"><li>• 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).</li></ul>



- (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 Resolution of any other Company on which they are eligible to vote, if a 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- for the relevant Inditrade Capital Ltd 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 "RESOLUTION 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) Members 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 Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer to 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).
- (xxi) The following person shall be responsible to address grievances concerned with facility for remote e-voting: Contact Name – Mr. Rakesh Dalvi, Designation – Deputy Manager, Central Depository Services Limited, Address - Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013. Contact No. 18002005533. Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### **General Instruction for E-Voting**

Members can update the mobile number and Email ID in the user profile details of the folio which may be used for sending future Communications.

M/s. SVJS & Associates, Company Secretaries, will be acting as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding five (5) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.inditrade.com](http://www.inditrade.com) within seven (7) days of passing of the Resolution and communicated to BSE Limited.

**By the order of the Board of Directors  
For Inditrade Capital Limited**

Date : 25th May, 2018  
Place: Kochi

**Sd/-  
Vinod Mohan  
Company Secretary  
FCS 8044**

**Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)**

**Resolution**

**Sale of Undertaking under Section 180(1)(a) of the Companies Act, 2013:**

Your Company has been engaged in Equity Broking business since inception. Over the years the cost for doing Equity Broking business has continuously increased on account of increased compliance requirements and technology cost. This is apart from the usual escalation in all other costs like salary, administrative expenses, etc. On the other hand, the revenue from this business has been steadily declining over the years on account of competition. Thus, it was becoming increasingly difficult to carry out a profitable operation.

The Company has been also shifting its focus over the years towards NBFC and Micro Finance business that is being carried out through its subsidiary companies.

The Management and the Board of Directors of the Company have been monitoring and reviewing the businesses of the Company and its subsidiaries on a regular basis and has concluded that the opportunities in the NBFC and Micro Finance business, amongst others, are significantly higher. Thereafter, the Board of Directors at their meeting held on 18th May, 2018, decided to sell / dispose of the Equity Broking Business of the Company along with the demat services, franchisee network, clients and identified personnel, on a slump sale basis to M/s. Choice Broking Private Limited.

The net proceeds from the aforesaid proposed sale is intended to be utilised for the proposed acquisition of additional equity shares in the Company's material subsidiary- JRG Fincorp Ltd, to further invest in its wholly owned subsidiary- Inditrade Housing Finance Limited by way of subscription to the equity shares of the Company, for entering into new areas of business through its other subsidiaries and for general business purposes. Inditrade group now plans to focus on lending to small and unbanked customers and also to foray into the affordable housing finance segment subject to approval from National Housing Bank. The deal will get finalised only upon passing of the Special Resolution by the shareholders of your Company and on receipt of all the required approvals from the Regulatory and other appropriate authorities.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (Act) any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of Members of the Company accorded by way of a Special Resolution and as per the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, such a permission by way of Special Resolution needs to be accorded by way of Postal Ballot. An undertaking for the purpose of Section 180 (1) (a) of the Act means an undertaking in which the investment of the Company exceeds 20 % of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial years. Since the broking business of the Company generates more than 20% of the total income of the Company, the same can be construed as Undertaking within the purview of Section 180(1)(a) of the Act.

The Board considers that the proposed transaction is in the best interests of the Company.

The Members are therefore, requested to authorise sale, disposal of the Equity Broking Business of the Company, demat services, franchise network, clients and identified employees/ personnel of the Company ("Undertaking"), together with specified assets and liabilities in relation to the Undertaking but excluding its brand name, and other specific assets and liabilities, as a going concern / on a slump sale basis on an "as is where is" basis to M/s. Choice Broking Private Limited ("Choice") for a consideration of Rs. 32 Crores (Rupees Thirty Two Crores only) subject to the necessary approvals from the appropriate authorities.

The Board recommends the Special Resolution set out in the Notice in the best interests of the Company.

**By the order of the Board of Directors  
For Inditrade Capital Limited**

Date : 25th May, 2018  
Place: Kochi

**Sd/-  
Vinod Mohan  
Company Secretary  
FCS 8044**