
Notice to the 22nd Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting of Members of Inditrade Capital Limited will be held on Tuesday, August 30, 2016 at 10.30 a.m at "The Renai Cochin", P.B. Number 2310, Edappally- Palarivattom Road, Palarivattom, Kochi, Kerala-682 025 to transact the following business:

A. Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the year ended 31st March, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

2. Ratification of Auditors' Appointment

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and pursuant to the resolution passed by the Members in respect of appointment of the Auditors at the Annual General Meeting (AGM) held on 26th September, 2014, and in accordance with the recommendations of the Audit Committee of the Board of Directors, the Company hereby ratifies and confirms the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No: 103523W) as the Auditors of the Company to hold the office from the conclusion of this AGM till the conclusion of the AGM to be held in the calendar year 2018 on such remuneration as may be determined by the Audit Committee/Board of Directors.

B. Special Business:

3. Appointment of Ms. Jhuma Guha (DIN: 00007454) as Non Executive Director

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

"RESOLVED THAT Ms. Jhuma Guha (DIN: 00007454), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th February, 2016 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 116 of the Articles of Association of the Company, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the deposit of requisite amount from a member pursuant to Section 160 of the Act proposing her candidature to the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of Mr. Giri Krishnaswamy (DIN: 05238555) as Non Executive Director

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

"RESOLVED THAT Mr. Giri Krishnaswamy (DIN: 05238555), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th February, 2016 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 116 of the Articles of Association of the Company, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the deposit of requisite amount from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of Mr. Kerachan Ayyappan Somasekharan (DIN 01573721) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and

Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kerachan Ayyappan Somasekharan (DIN 01573721) who was appointed as an Additional Director of the Company with effect from 15th February 2016 to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the Criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing along with the deposit of requisite amount from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term up to 14th February, 2021 and he shall not be liable to retire by rotation."

6. Appointment of Mr. Brij Gopal Daga (DIN 00004858) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Brij Gopal Daga (DIN 00004858) who was appointed as an Additional Director of the Company with effect from 15th February 2016 to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the Criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and in respect of whom the Company has received a notice in writing along with the deposit of requisite amount from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term up to 14th February, 2021 and he shall not be liable to retire by rotation."

7. Reclassification of Promoters

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

"RESOLVED THAT pursuant to Regulation 31 A and other relevant provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions if any of the Companies Act, 2013 and in accordance with the Share Purchase Agreement dated 07th September, 2015 executed between the Acquirers (Mr. Sudip Bandyopadhyay, M/s Juno Moneta Technologies Private Limited and M/s A. T. Invofin India Private Limited) and Promoter Sellers (M/s Duckworth Limited and M/s Baring India Private Equity Fund III Listed Investments Limited), the approval of the Company be and is hereby accorded for the reclassification of the existing promoters i.e the Promoter Sellers as the Public Shareholders and the Acquirers as the new Promoters of the Company with effect from this Annual General Meeting."

8. Approval for Related Party Transactions:

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

RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of the Board and its Powers) Rules, 2014 and read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permission as may be

necessary, consent of the Members be accorded to the Board of Directors of the Company to enter into contracts and/or arrangements with Related Parties as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature with the following Related Parties for a period of 5 (five) years, subject to the annual limits as set out below with effect from 1st April 2016.

S I . No	Name of the Related Party	Relationship	Transaction limit per annum with effect from April 1,2016 (Rupees in crore)
1	JRG Fincorp Ltd	Subsidiary Company	35
2	Inditrade Derivatives & Commodities Ltd	Subsidiary Company	15

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Audit Committee and the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient to give effect to this resolution.

9. Amendment of the employees' stock option plan dated July 15, 2008 ("ESOP 2008"):

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

"RESOLVED THAT in order to bring ESOP 2008 in line with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and pursuant to Regulation 7(3) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Clause 20 of

ESOP 2008, the following proposed modifications with the recommendations of the Nomination and Remuneration Committee, be and are hereby approved

(a) The name of the Company wherever appearing as "JRG Securities Limited" to be amended to "Inditrade Capital Limited (formerly known as "JRG Securities Limited")";

(b) Definition of "Company" to be revised as in (a) above; and the definitions of "Employee", "Exercise", "Grant Date", "Independent Director", "Options", "Vesting", "Vesting period", "Promoter" and "Promoter Group" appearing in Clause 2 of ESOP 2008, to be revised in accordance with the SEBI ESOP Regulations;

(c) Clause 4.1 of ESOP 2008 will be altered in accordance with Regulation 5(2) of the SEBI ESOP Regulations as follows;

"The Company shall constitute or designate a committee (hereinafter referred as Compensation Committee) with such members of the board of directors of the Company as provided under Section 178 of the Companies Act, 2013, as amended or modified from time to time, for administration and superintendence of the scheme."

(d) Clause 4.2 of ESOP 2008 to be amended to include delegation of administration of the scheme to the trust;

(e) Revision of the Forms annexed to ESOP 2008 to bring it in line with the SEBI ESOP Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to execute such documents, deeds, writings, papers and/or agreements as may be required and to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the employees' stock option plan formulated by the Company".

By the order of the Board of Directors

Date : 23.05.2016

Place : Kochi

Vinod Mohan

Company Secretary

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him/her and the proxy need not be a member of the company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office, not less than 48 hours before the meeting. A proxy form for the AGM is enclosed.
4. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Members and Transfer Books of the Company will be closed from Friday, 19th August 2016 to 24th August 2016, both days inclusive.
7. Members may also note that the Notice of the 22nd AGM and the Annual Report 2016 will be available on the Company's website, 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.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the Notice and the accompanying statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Registrar and Share Transfer Agent (RTA) in this regard.
11. Electronic copy of the Annual Report is being sent to all the members holding shares in demat mode and whose Email ID are available with the Depository Participant(s)/ Registrar and Share Transfer Agent (RTA)/ Company and to all the members holding shares in physical mode whose Email ID are registered with the Company/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their Email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
12. 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.
13. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
14. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
15. Additional Information required to be furnished under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 in respect of the Director's

seeking appointment/reappointment at the AGM has been furnished and forms a part of the notice. The directors have furnished the requisite consents/declarations for their appointment/reappointment.

16. 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.

17. E-Voting:

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on all the resolutions set forth in the Notice convening 22nd Annual General Meeting of the Company. The Notice and the instructions for e-voting along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose Email IDs are registered with the Company /Depository Participant(s)/ RTA for communication purposes unless any member has requested for a hard copy of the same. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th August 2016 at 9 A.M and ends on 29th August 2016 at 5 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 (record date) of 23rd August 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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 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 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN- for the relevant Inditrade Capital Ltd on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The following person shall be responsible to address grievances concerned with facility for remote e-voting: Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533.

General Instruction for E-Voting

- Shareholders can update the mobile number and Email ID in the user profile details of the folio which may be used for sending future Communication.
- 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 two(2) 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 within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

- A member can opt for only one mode i.e. either through e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.

- Resolutions passed through e-voting would be deemed to be passed as on the date of AGM.
- Members are requested to send their queries, if any, on the accounts or operations of the Company in advance to the Registered Office of the Company addressed to the Company Secretary or by email ID to vinod.mohan@inditrade.com to enable the Company to keep the information ready.

By the order of the Board of Directors

Date : 23.05.2016

Place : Kochi

Vinod Mohan

Company Secretary

EXPLANATORY STATEMENT

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 to 9 of the accompanying Notice:

Resolution No.3:

The Board of Directors of the Company at its meeting held on 15th February, 2016 had approved the recommendation of the Nomination and Remuneration Committee and had appointed Ms. Jhuma Guha as the Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013, the tenure of appointment of Ms. Jhuma Guha as an Additional Director is due to expire at the ensuing Annual General Meeting and the approval of the Shareholders is being sought to confirm her directorship and to appoint her as Director of the Company.

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 Ms. Jhuma Guha for the office of Director of the Company. Further the Company has also received the consent in writing from Ms. Jhuma Guha to act as the Director and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The brief profile of Ms. Jhuma Guha is given below:

Ms. Jhuma Guha is a qualified Chartered Accountant and a Company Secretary and has over 25 years of experience in

the field of financial services. She has worked with various reputed companies like ITC Ltd., Reliance Securities Ltd, Destimoney Securities Private Ltd etc and brings along with her varied experience and expertise in the field of legal, compliance, finance, mergers and acquisitions.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Jhuma Guha be appointed as a Non Executive Director of the Company.

Save and except Ms. Jhuma Guha and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Resolution No. 4:

The Board of Directors of the Company at its meeting held on 15th February, 2016 had approved the recommendation of the Nomination and Remuneration Committee and had appointed Mr. Giri Krishnaswamy as the Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013, the tenure of appointment of Mr. Giri Krishnaswamy as an Additional Director is due to expire at the ensuing Annual General Meeting and the approval of the Shareholders is being sought to confirm his directorship and to appoint him as Director of the Company.

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 Mr. Giri Krishnaswamy for the office of Director of the Company. Further the Company has also received the consent in writing from Mr. Giri Krishnaswamy to act as the Director and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The brief profile of Mr. Giri Krishnaswamy is given below:

Mr. Giri Krishnaswamy is an Associate Member of the Institute of Cost & Works Accountants of India and holds a Masters Degree in Finance from Delhi University. He has over 25 years of diverse experience in the fields of Finance, Tax, Audit, Accounts, Treasury, Merger and Acquisition and has worked in various reputed companies like Ranbaxy Laboratories Limited, M/s. Nestle India Limited, M/s Destimoney Securities Pvt. Limited etc.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Giri Krishnaswamy be appointed as Non Executive Director of the Company.

Save and except Mr. Giri Krishnaswamy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Resolution No.5:

The Board of Directors of the Company at its meeting held on 15th February, 2016 had approved the recommendation of the Nomination and Remuneration Committee and had appointed Mr. K A Somasekharan as the Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. Further the Board also appointed Mr. K A Somasekharan as the Independent Director of the Company in the same meeting. As per Section 161(1) of the Companies Act, 2013, the tenure of appointment of Mr. K A Somasekharan as an Additional Director is due to expire at the ensuing Annual General Meeting and the approval of the Shareholders is being sought to confirm his directorship and to appoint him as the Non Executive Independent Director of the Company.

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 Mr. K

A Somasekharan for the office of Director of the Company. Further the Company has also received the consent in writing from Mr. K A Somasekharan to act as the Director and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Moreover Mr. K A Somasekharan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief profile of Mr. K A Somasekharan is given below:

Mr. K A Somasekharan is a Commerce and a law graduate and also holds AIII from Federation of Insurance Institute, Mumbai. He has got more than 50 years of experience in General Insurance sector. He was the Regional Manager of United India Insurance and the Executive Director and CEO of Reliance General Insurance Co. Under his leadership, Reliance General Insurance became the third largest private General Insurance Company. He was also the Principal Consultant of India First Life Insurance Company. Since your Company has a subsidiary Company viz Inditrade Insurance Broking Private Limited, the Company will be able to utilize his vast expertise and knowledge in Insurance Business. It will be in the interest of the Company that Mr. K A Somasekharan be appointed as Independent Non Executive Director of the Company to utilise his strong technical knowledge across all functions of a general insurance company.

Save and except Mr. K A Somasekharan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Resolution No.6:

The Board of Directors of the Company at its meeting held on 15th February, 2016 had approved the recommendation of the Nomination and Remuneration Committee and had appointed Mr. Brij Gopal Daga as the Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. Further the Board also appointed Mr. Brij Gopal Daga as the Independent Director of the Company in the same meeting. As per Section 161(1) of the Companies Act, 2013, the tenure of appointment of Mr. Brij Gopal Daga as an Additional Director is due to expire at the ensuing Annual

General Meeting and the approval of the Shareholders is being sought to confirm his directorship and to appoint him as the Non Executive Independent Director of the Company.

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 Mr. Brij Gopal Daga for the office of Director of the Company. Further the Company has also received the consent in writing from Mr. Brij Gopal Daga to act as the Director and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Moreover Mr. Brij Gopal Daga has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief profile of Mr. Brij Gopal Daga is given below:

Mr. Brij Gopal Daga is a Master of Commerce and has professional diplomas in Banking, Accountancy, Co-operation and Secretarial Practice. In a career spanning over more than four decades, Mr. Daga has acquired extensive knowledge in diverse fields like Finance, Investment, Capital and Securities Markets, Regulatory Compliances etc. and has served premier institutions like Reserve Bank of India (as Asst. Gen. Manager), Unit Trust of India (as Executive Director) and Central Depository Services (India) Ltd (as Managing Director). Mr. Daga has also served as Institutional Nominee on the Boards of several leading Companies and has also been member on committees appointed by Securities & Exchange Board of India. Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Mr. Brij Gopal Daga be appointed as Independent Non-Executive Director of the Company.

Save and except Mr. Brij Gopal Daga and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Resolution No.7:

Mr. Sudip Bandyopadhyay, M/s Juno Moneta Technologies Private Limited and M/s A. T. Invofin India Private Limited (Acquirers) had entered into a Share Purchase Agreement

(SPA) dated 7th September, 2015 with Duckworth Limited and Baring India Private Equity Fund III Listed Investments Limited (Sellers) the Promoters of the Company to acquire 11,380,000 (One Crore Thirteen Lakh Eighty Thousand) Equity Shares at a price of Rs 42.50 (Rupees Forty Two and Fifty Paise Only) per Equity Share of the Company. Pursuant to the execution of the SPA, the Acquirers made an Open Offer to all Public Shareholders in accordance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations 2011 to acquire up to 6,113,445 (Sixty One Lakh Thirteen Thousand Four Hundred Forty Five) Equity Shares constituting 26% (Twenty Six Percent) of the Share Capital of the Company at an offer price of Rs 42.50 (Rupees Forty Two and Fifty Paise Only) per Equity Share. In accordance with the SPA and Open Offer, the acquirers shall be classified as the promoters of the Company replacing the existing promoters subject to the approval of Shareholders as per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On consummation of the Offer Period, the Acquirers have acquired in total 1,67,44,461 (One Crore Sixty Seven Lakh Forty Four Thousand Four Hundred Sixty One) equity shares constituting 71.70% of the total share capital of the Company. The Board of Directors of the Company was reconstituted with the nominees of the Acquirers on 15th February 2016 and existing Board Members resigned from the Board. M/s Duckworth Limited and M/s Baring India Private Equity Fund III Listed Investments Limited vide their letters dated 14th March, 2016 had duly requested for declassification as promoters of the Company. The Board of Directors at its meeting held on 8th April, 2016 had decided to place the matter before the shareholders for the approval.

As per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders in the general meeting is required for classifying Mr. Sudip Bandyopadhyay, M/s Juno Moneta Technologies Private Limited and M/s A. T. Invofin India Private Limited as the Promoters of the Company and to reclassify M/s Baring India Private Equity Fund III Listed Investments Limited under the Public Category.

Resolution No. 8

Approval for Related Party Transactions:

Section 188 of the Companies Act, 2013 read with rule 15 of

the Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. Regulation 23 of SEBI (Listing Obligations and Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

Pursuant to the provisions of the relevant regulations as mentioned above, the following contracts/arrangements/ transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution.

Sl. No.	Name of the Related Party	Relationship	Transaction limit per annum with effect from April 1,2016 (Rupees in crore)	Nature and Material Terms/ Particulars of the contract or arrangement
1	JRG Fincorp Ltd	Subsidiary Company	35	Loans, Advances, giving guarantee or providing security in connection with a loan taken and any other services.
2	Inditrade Derivatives and Commodities limited	Subsidiary Company	15	

The related parties shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the unrelated shareholders.

Resolution No. 9

Amendment of the employees' stock option plan dated July 15, 2008 ("ESOP 2008"):

The Company had, in 2008, formulated an employees' stock option plan which was approved by the shareholders at its meeting held on July 15, 2008 ("ESOP 2008"). The Securities and Exchange Board of India introduced the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOP Regulations") on October 28, 2014.

In order to bring it in line with the SEBI ESOP Regulations, the Company proposes to amend ESOP 2008.

Pursuant to Regulation 7(2) of the SEBI ESOP Regulations, prior approval of the members of the Company by way of a special resolution is required for varying the terms of the schemes offered by the Company subject to the provision that such variation cannot be prejudicial to the interest of the employees. Accordingly, the approval of the members is being sought, by way of a special resolution, to vary the terms of the employees' stock option plan formulated by the Company which is not prejudicial to the interest of the employees. The old and new scheme is available at the Company Website at www.inditrade.com.

None of the Directors or Key Managerial Personnel of the Company; or their respective relatives, is in any way concerned or interested in the said resolution.

The resolutions as set out in Item no. 9 of this Notice are accordingly recommended for the approval by the members as Special Resolution.

By the order of the Board of Directors

Date : 23.05.2016

Place : Kochi

Vinod Mohan

Company Secretary

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standards-2 .

Name of the Director	Ms. Jhuma Guha	
DIN	00007454	
Date of Birth	17.01.1965	
Age	51 years	
Nationality	Indian	
Date of Appointment (Initial Appointment)	15.02.2016	
Details of remuneration	NIL	
Qualification	ACA, ACS	
Experience in specific functional area	Over 25 Years of experience in the field of legal, compliance, finance risk, mergers and acquisitions.	
Directorship in other Companies	1. Juno Moneta Technologies Private Limited 2. Derby Communications (India) Private Limited 3. Ladder Holdings Private Limited 4. Tech Etios Solutions Private Limited	
Membership in Board Committee of other Companies	Nil	
Chairmanship of Board Committees of other Companies	Nil	
Number of Board meetings attended during the F.Y 2015-16	Held	1
	Attended	1
Number of Shares held in the Company	Nil	
Inter se relationship with any other director/Manager/Key Managerial Personnel	Nil	

Name of the Director	Mr. Giri Krishnaswamy	
DIN	05238555	
Date of Birth	03.05.1969	
Age	47 Years	
Nationality	Indian	
Date of Appointment (Initial Appointment)	15.02.2016	
Qualification	ICWA, MFC	
Remuneration	NIL	
Experience in specific functional area	25 years of diverse experience in the fields of Finance, Tax, Audit, Accounts, Treasury, Merger and Acquisition	
Directorship in other Companies	1. Juno Moneta Technologies Private Limited	
Membership in Board Committee of other Companies	Nil	
Chairmanship of Board Committees of other Companies	Nil	
Number of Board meetings attended during the F.Y 2015-16	Held	1
	Attended	1
Number of Shares held in the Company	Nil	
Inter se relationship with any other director/Manager/Key Managerial Personnel	Nil	

Name of the Director	Mr. Kerachan Ayyappan Somasekharan	
DIN	01573721	
Date of Birth	15.07.1949	
Age	67 years	
Nationality	Indian	
Date of Appointment (Initial Appointment)	15.02.2016	
Details of remuneration	Sitting fees only for attending the meetings of Audit Committee and the Board of Directors and reimbursement of expenses incurred for attending the meetings.	
Qualification	BCom, LLB, AIII	
Experience in specific functional area	More than 50 Years of experience in the Insurance sector	
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. JRG Fincorp Limited 2. Inditrade Insurance Broking (P) Ltd 3. Inditrade Microfinance Ltd(Formerly known as Tree Microfinance Ltd) 	
Membership in Board Committee of other Companies	JRG Fincorp Limited – <ol style="list-style-type: none"> 1. Audit Committee, 2. Corporate Social Responsibility Committee, 3. Nomination and remuneration Committee 	
Chairmanship of Board Committees of other Companies	Nil	
Number of Board meetings attended during the F.Y 2015-16	Held	1
	Attended	1
Number of Shares held in the Company	Nil	
Inter se relationship with any other director/Manager/ Key Managerial Personnel	Nil	

Name of the Director	Mr. Brij Gopal Daga	
DIN	00004858	
Date of Birth	05.01.1943	
Age	73 years	
Nationality	Indian	
Date of Appointment (Initial Appointment)	15.02.2016	
Details of remuneration	Sitting fees only for attending the meetings of Audit Committee and the Board of Directors and reimbursement of expenses incurred for attending the meetings.	
Qualification	M.COM	
Experience in specific functional area	25 Years of experience mostly in the then Exchange control department of RBI. He is vastly experienced in Mutual Fund Management and Depository Services, among other diversified areas in Capital and Securities Market.	

Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. Wall Street Finance Limited 2. Spicebulls Investments Limited 3. Mumbai Vaish Seva Sansthan 4. JRG Fincorp Limited 5. Motilal Oswal Trustee Company Limited 6. Inditrade Microfinance Ltd (Formerly known as Tree Microfinance Ltd) 				
Membership in Board Committee of other Companies	<p>Wall Street Finance Limited</p> <ol style="list-style-type: none"> 1. Audit Committee, 2. Corporate Social Responsibility Committee, 3. Nomination and remuneration Committee 4. Risk Management Committee <p>Spicebulls Investments Limited</p> <ol style="list-style-type: none"> 1. Audit Committee, <p>Motilal Oswal Trustee Company Limited</p> <ol style="list-style-type: none"> 1. Audit Committee, <p>JRG Fincorp Limited –</p> <ol style="list-style-type: none"> 1. Audit Committee, 2. Corporate Social Responsibility Committee, 3. Nomination and remuneration Committee 				
Chairmanship of Board Committees of other Companies	<ol style="list-style-type: none"> 1. Audit Committee - Wall Street Finance Limited 2. Audit Committee - Spicebulls Investments Limited 3. Audit Committee - JRG Fincorp Limited 				
Number of Board meetings attended during the F.Y 2015-16	<table border="1"> <tr> <td>Held</td> <td>1</td> </tr> <tr> <td>Attended</td> <td>1</td> </tr> </table>	Held	1	Attended	1
Held	1				
Attended	1				
Number of Shares held in the Company	Nil				
Inter se relationship with any other director/ Manager/Key Managerial Personnel	Nil				

Route Map to AGM Venue

