NOTICE OF 25[™] ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of the members of Choksi Laboratories Limited will be held on Friday 28th September, 2018 at registered office of the Company at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018, Audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT "The Audited Financial Statement of the Company for the financial year ended March 31st, 2018 and the reports of the Board of Director and Auditors thereon laid before this meeting, be and are hereby considered and adopted"

2. To appoint a Director in place of Mr. Sunil Choksi (DIN: 00155078), who retires by rotation and being Eligible offer himself for re-appointment;

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sunil Choksi (DIN: 00155078), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s), the following resolutions as Ordinary Resolution:To regularize the appointment of Mr. Mayank Pandey appointed as Additional Independent Director and in this regard,

"RESOLVED THAT Mr. Mayank Pandey (DIN: 00039170), who was appointed by the Board of Directors as an Additional Independent Director of the Company effective from May 30, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act as amended from time to time, Mr. Mayank Pandey, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing May 30, 2018 through May 30, 2023."

4. To consider and if thought fit to pass with or without modification(s), the following resolutions as Ordinary Resolution:To regularize the appointment of Mr. Ratnesh Sadoriya appointed as Additional Independent Director and in this

regard passes the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ratnesh Sadoriya (DIN: 08146570), who was appointed by the Board of Directors as an Additional Independent Director of the Company effective from May 30, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act as amended from time to time, Mr. Ratnesh Sadoriya, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing May 30, 2018 through May 30, 2023.

5. RE-APPOINTMENT OF NON EXECUTIVE-INDEPENDENT DIRECTOR

passes the following resolution as an Ordinary Resolution:

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 Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (to be effective from 1st April, 2019), Section 149, 152 of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment thereto or modification thereof for the time being in force) Mr. SUDARSHAN SHASTRI (DIN: 00155105), Independent Director of the Company be and is hereby re-appointed as Non Executive- Independent Director of the Company to hold office for a term of Five consecutive Years with effect from 1st April, 2019 to 31st March, 2024;

RESOLVED FURTHER THAT this resolution shall have overriding effect and shall substitute any other earlier resolution passed in entirety with effect from 1st April, 2019 to 31st March, 2024"

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. RE-APPOINTMENT OF NON-EXECUTIVE-INDEPENDENT DIRECTOR

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 Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (to be effective from 1st April, 2019), Section 149, 152 of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment thereto or modification thereof for the time being in force) Mr. N.K. Mani (DIN: 02783996), Independent Director of the Company be and is hereby re-appointed as Non Executive- Independent Director of the Company to hold office for a term of Five consecutive Years with effect from 1st April, 2019 to 31st March, 2024;

RESOLVED FURTHER THAT this resolution shall have overriding effect and shall substitute any other earlier resolution passed in entirety with effect from 1st April, 2019 to 31st March, 2024

RESOLVED FURTHERTHAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF BOARD FOR CHOKSI LABORATORIES LIMITED

SD/-

SANJAY CHOUREY

COMPANY SECRETARY & COMPLIANCE OFFICER

Place: INDORE DATE: 13th August 2018

Notes:

- 1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of this meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members' not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company.
- 2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
- 3. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing obligation and Disclosure Requirements) Regulation 2015, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- 4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5. The Register of Members and Share Transfer Book of the Company shall remain closed from Wednesday, September 26, 2018 to Frisday, September 28, 2018 (both days inclusive).
- 6. Members are requested to bring their copies of the Annual Report with them, since separate copies will not be distributed at the venue of the Annual General Meeting.

- 7. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/S LINK INTIME PRIVATE LIMITED, at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083.
- 8. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
- 9. Members are requested to send their queries, if any, at least seven days in advance of the meeting.
- 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 their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Link Intime Private Limited.
- 11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 12. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
- 13. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- 14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.
- 15. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) 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 is being sent in the permitted mode.
- 16. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) 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 Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 17. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website at www.choksilab.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: compliance_officer.com.

18. E-voting (E-VOTING PROCESS)

(I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and SEBI (Listing obligation and Disclosure Requirements) Regulation 2015, the Company is pleased to provide its members facility to exercise their right to vote at the annual general meeting by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September 2018, 9.00 am and ends on 27th September 2018, 5.00pm. 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 19th September 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.
- (iv) 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.
- (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 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or OR Date in the company records in order to login. of Birth 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). (DOB)

NOTE: Please keep the sequence number in safe custody for future e-voting.

- (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 for the relevant CHOKSI LABORATORIES 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 Corporate.
- 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.

Other Instructions -

- 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.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of 19thSeptember 2018.
- Mr. Kaushal Ameta, M/s Kaushal Ameta & Company, Company Secretaries (Membership No. FCS: 8144, CP No. 9103) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will not later than forty eight (48) hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- The Results shall be declared on or after the AGM of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.choksilab.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Exchanges.
- 20. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13.
- 21. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.

Place: Indore

Date: 13th August, 2018

By Order of the Board For CHOKSI LABORATORIES LIMITED

Registered Office: 6/3, MANORAMAGANJ, INDORE, MP-452001 CIN: L85195MP1993PLC007471

Sanjay Chourey
Company Secretary & Compliance Officer

Contact Information Mr. Sanjay Chourey Company Secretary & Compliance Officer E-mail: compliance_officer@choksilab.com Phone No.0731-4243888

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Mayank Pandey, as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective May 30, 2018. Pursuant to the provisions of Section 161 of the Act, Mr. Mayank Pandey will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

The Company has received from Mr. Mayank Pandey (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 the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, for appointment of Mr. Mayank Pandey as an Independent Director of the Company for a period commencing May 30, 2018 for five years. Mr. Mayank Pandey, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Pandey is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Pandey as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mr. Mayank Pandey are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Mayank Pandey, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

Item No. 4

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Ratnesh Sadoriya, as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective May 30, 2018. Pursuant to the provisions of Section 161 of the Act, Mr. Ratnesh Sadoriya will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company.

The Company has received from Mr. Ratnesh Sadoriya (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 the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, for appointment of Mr. Ratnesh Sadoriya as an Independent Director of the Company for a period commencing May 30, 2018 for five years. Mr. Ratnesh Sadoriya, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Sadoriya is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Sadoriya as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mr. Ratnesh Sadoriya are provided as annexure to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ratnesh Sadoriya, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

Mr. Sudarshan Shastri (DIN: 00155105), was appointed as Non Executive- Independent Director of the Company for a term upto five consecutive years i.e. 30th September, 2019 at 22nd Annual General Meeting of the Company held on 29th September, 2014 at the registered office of the Company. Consecutively, his existing tenure is expiring on 30th September, 2019.

However, Pursuant to the amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of insertion of Regulation 17(1A) vide SEBI Listing Obligations and Disclosure Requirements) Regulations, 2018 (to be effective from 1st April, 2019), Section 149, 152 of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment thereto or modification thereof for the time being in force) the re-appointment/ continuation of directorship of Mr. Sudarshan Shastri (DIN: 00155105) as Non Executive- Independent Director of the Company requires approval of the members.

Keeping in view the above facts and on recommendation and Performance Evaluation, the Board of Directors at their meeting held on 14th August, 2018 has considered the matter and decided to Continue and re-appoint Mr. Sudarshan Shastri (DIN: 00155105) as Non Executive- Independent Director of the Company for a term upto five consecutive years commencing from 1st April, 2019 to 31st March, 2024.

Mr. Sudarshan Shastri holds a Bachelor Degree in Law (LL.B) and the Degree of Master of Commerce (M.Com). Mr. Shatri posses a very wide background of practicing in corporate laws and allied matters for about 40 years and have tremendous legal and commercial knowledge and is associated with the Company for more than a decade.

During his tenure as an Independent Director he have actively participated in the Committee and Board Meetings and have rigorously reviewed company's activities as Independent Director of the Company. The re-appointment and continuation of his directorship would benefit company manifolds in the governance of the Company.

Further, in the opinion of Nomination and Remuneration Committee and the Board, Mr. Sudarshan Shastri fulfills the conditions of appointment of Independent Director as specified in the Companies Act, 2013, Rules made thereunder and other applicable provisions of listing regulations and is independent of the management and has given his consent and declaration for the same.

The Directorship and membership of the board and committees of the other listed entity(s) and shareholding of the Company of Mr. Sudarshan Shastri is disclosed in Corporate Governance Report forming part of this annual report.

A Copy of draft letter of appointment of Shri Sudarshan Shastri, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution except the Director himself to the extent of his shareholding in the Company.

The Board recommends Resolution as set out in item no. 5 for approval of members as Special Resolution.

Item No. 6

Mr. N.K.Mani(DIN: 02783996), was appointed as Non Executive- Independent Director of the Company for a termupto five consecutive years i.e. 30th September, 2019 at 22nd Annual General Meeting of the Company held on 29th September, 2014 at the registered office of the Company. Consecutively, his existing tenure is expiring on 30th September, 2019. However, Pursuant to the amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way

of insertion of Regulation 17(1A) vide SEBI Listing Obligations and Disclosure Requirements)Regulations, 2018 (to beeffective from 1st April, 2019), Section 149, 152 of the Companies Act, 2013 read with Schedule IV to the said Act and theCompanies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment thereto or modificationthereof for the time being in force) the re-appointment/ continuation of directorship of Mr. N.K. Mani(DIN: 02783996)as Non Executive- Independent Director of the Company requires approval of the members. Keeping in view the above facts and on recommendation and Performance Evaluation, the Board of Directors at theirmeeting held on 14th August, 2018 has considered the matter and decided to Continue and re-appoint Mr. N.K. Mani(DIN: 02783996) as Non Executive- Independent Director of the Company for a term upto five consecutive yearscommencing from 1st April, 2019 to 31st March, 2024.

Mr. N.K. Mani(DIN: 02783996) having posses a very wide background of in corporate matters for about 40 years and have tremendouslegal and commercial knowledge and is associated with the Company for more than a decade.

During his tenure as an Independent Director he have actively participated in the Committee and Board Meetings and haverigorously reviewed company's activities as Independent Director of the Company. The re-appointment and continuation of his directorship would benefit company manifolds in the governance of the Company

Further, in the opinion of Nomination and Remuneration Committee and the Board, Mr. Sudarshan Shastri fulfills the conditionsof appointment of Independent Director as specified in the Companies Act, 2013, Rules made thereunder and otherapplicable provisions of listing regulations and is independent of the management and has given his consent and declaration for the same.

The Directorship and membership of the board and committees of the other listed entity(s) and shareholding of the Company of Mr. N. K. Mani is disclosed in Corporate Governance Report forming part of this annual report.

A Copy of draft letter of appointment of Shri Sudarshan Shastri, setting out the terms and conditions of appointment isavailable for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution except the Director himself to the extent of his shareholding in the Company.

The Board recommends Resolution as set out in item no. 6 for approval of members as Special Resolution.

Place: Indore

Date: 13th August, 2018

By Order of the Board For CHOKSI LABORATORIES LIMITED

Registered Office: 6/3, MANORAMAGANJ, INDORE, MP-452001

CIN: L85195MP1993PLC007471

Sd/-Sanjay Chourey Company Secretary & Compliance Officer

Contact Information Mr. Sanjay Chourey

Company Secretary & Compliance Officer E-mail: compliance_officer@choksilab.com

Phone No.0731-4243888

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Name of Director	Mr. Sunil Choksi	Mr. Ratnesh Sadoriya	Mr. Mayank Pandey	Mr. Sudarshan Shastri
Date of Birth	01/09/1955	28/08/1979	01/03/1980	17/05/1943
Age	63 Years	49 Years	38 Years	75 Years
Date of Appointment	01/09/2008	30/05/2018	30/05/2018	30/01/1999
Experience in specific functional area	20 Years in Chemical Industries	22 Years as professional	15 Years as Professional	30 Years as Professional
No & % of Equity share held in the Company	7.51%	Nil	Nil	. 06%
List of outside company's directorship held in Public Limited Company	Jash Engineering Limited	Nil	Pnestec Systems Private Limited, Virim InfoTech Private Limited	Divya Jyoti Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Member in Audit and Stakeholder Committee	Member in Nomination and Remuneration Committee	Chairman in Audit, Nomination & Remuneration and Stakeholder Committee
Chairman/Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Audit , Remuneration and Stakeholder Committee
Relation between director inter –se	Relative of Director	No relation	No relation	No Relation