# NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of the Company will be held on Tuesday, 27th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company to transact the following business:

## **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss account of the Company for the year ended on 31st March, 2016 and the Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mrs. Stela Choksi (DIN: 00155043) who retires by rotation and being eligible offers herself for re-appointment.
- 3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, M/s Prateek Jain & Co., Chartered Accountants (ICAI Firm Registration No. 009494C) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of next Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

## **SPECIAL BUSINESS:**

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

## TO DETERMINE FEE FOR SERVICE OF DOCUMENTS TO MEMBER(S) THROUGH A REQUESTED MODE:

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member(s) by the company entitled under the Companies Act, 2013, by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member(s) the fee in advance equivalent to the estimated expenses of delivery of the documents, pursuant to any request made by the member(s) for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company to post / dispatch of such document by the company without receiving requisite fee in advance from the member (s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Director of the company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

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

#### REAPPOINTMENT OF MANAGING DIRECTOR:

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 and other applicable provisions if any, and in terms of schedule V of the Companies Act 2013 as amended up to the date for the reappointment of Shri Sunil Choksi, as Managing Director (DIN: 00155078) of the Company be and is hereby approved for a period of 3 (Three) years w.e.f. 01.09.2016 on the terms and conditions as set out in the explanatory statement and with liberty to the Board of Directors to sanction and/or vary the terms as they in their discretion deem fit in conformity with any amendments to relevant provisions of the Companies Act and/or the Rules and Regulations made in there under and/or such guidelines as may be announced by the Central Government from time to time."

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

# **REAPPOINTMENT OF WHOLE TIME DIRECTOR:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 and other applicable provisions if any, and in terms of schedule V of the Companies Act 2013 as amended up to the date for the reappointment of Smt. Stela Choksi, as Whole Time Director (DIN: 00155043) of the Company be and is hereby approved for a period of 3 (Three) years w.e.f.

01.09.2016 on the terms and conditions as set out in the explanatory statement and with liberty to the Board of Directors to sanction and/or vary the terms as they in their discretion deem fit in conformity with any amendments to relevant provisions of the Companies Act and/or the Rules and Regulations made in there under and/or such guidelines as may be announced by the Central Government from time to time."

7. To consider and if thought fit to pass with or without modification the following resolutions as Ordinary Resolution:-

#### REAPPOINTMENT OF WHOLE TIME DIRECTOR:

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 and other applicable provisions if any, and in terms of schedule V of the Companies Act 2013 as amended up to the date for the reappointment of Shri Vyangesh Choksi, as Whole Time Director (DIN: 00154926) of the Company be and is hereby approved for a period of 5 (Five) years w. e.f. 01.09.2016 on the terms and conditions as set out in the explanatory statement and with liberty to the Board of Directors to sanction and/or vary the terms as they in their discretion deem fit in conformity with any amendments to relevant provisions of the Companies Act and/or the Rules and Regulations made in there under and/or such guidelines as may be announced by the Central Government from time to time."

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Business.

#### Item No.4:

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for delivery of document through a particular mode, for which the member is entitled under the Companies Act, 2013, shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that estimated expenses borne by the Company for such dispatch will be paid in advance by the member to the company.

The Board recommends the resolution at item no. 4 for the approval of the Shareholders. No Director of the Company, Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

## Item No. 5:

Shri Sunil Choksi was appointed as Managing Director for a period of 3 (Three) years up to 31<sup>St</sup> August, 2016, the Board of Directors of the Company has considered it desirable to reappoint him as Managing Director for a period of 3 (Three) years from 1<sup>St</sup> September, 2016 on the terms and conditions mentioned hereunder:

1. Period of Agreement 3 (Three) years w. e. f. 01.09.2016

2. Salary = 3,00,000 - 4,00,000 pm

# **Perquisites and Allowances:**

In addition to the salary payable to the Managing Director, he shall also be entitled to perquisites like commission, accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House maintenance allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furnishing and repairs, medical reimbursement, leave concession for himself and his family, Club fees, Medical Insurance, and such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board and such perquisites and allowances to be restricted to 50% of the annual salary of the Managing Director.

Company's contribution to Provident Fund and superannuation fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limit for the remuneration or perquisites aforesaid.

## **Minimum Remuneration:**

Where in any financial year during the tenure of the Managing Director, the Company has not made any profit or its profits are inadequate, the remuneration proposed to be paid to the Managing Director by way of salary and perquisites as above shall be paid as minimum remuneration.

The proposed Resolution is recommended for passing.

This may be treated as an abstract of the draft agreement between the company and Shri Sunil Choksi pursuant to Section 190 of the Companies Act 2013.

Except Shri Sunil Choksi, Smt. Stela Choksi and Shri Vyangesh Choksi, none of the other Directors and Key Managerial

Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

## Item No. 6:

Smt. Stela Choksi was appointed as Whole Time Director for a period of 3 (Three) years up to 31st August, 2016, the Board of Directors of the Company has considered it desirable to reappoint her as Whole Time Director for a period of 3 (Three) years from 1st September, 2016 on the terms and conditions mentioned hereunder:

1. Period of Agreement 3 (Three) years w .e. f. 01.09.2016

2. Salary ₹ 2,00,000 − 2,50,000 pm

## **Perquisites and Allowances:**

In addition to the salary payable to the Whole Time Director, she shall also be entitled to perquisites like commission, accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House maintenance allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furnishing and repairs, medical reimbursement, leave concession for herself and his family, Club fees, Medical Insurance and such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board and such perquisites and allowances to be restricted to 50% of the annual salary of the Whole Time Director.

Company's contribution to Provident Fund and superannuation fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limit for the remuneration or perquisites aforesaid.

#### **Minimum Remuneration:**

Where in any financial year during the tenure of the Whole Time Director, the Company has not made any profit or its profits are inadequate, the remuneration proposed to be paid to the Whole Time Director by way of salary and perquisites as above shall be paid as minimum remuneration.

The proposed Resolution is recommended for passing.

This may be treated as an abstract of the draft agreement between the company and Smt. Stela Choksi pursuant to Section 190 of the Companies Act 2013.

Except Shri Sunil Choksi, Smt. Stela Choksi and Shri Vyangesh Choksi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

#### Item No. 7:

Shri Vyangesh Choksi was appointed as Whole Time Director for a period of 3 (Three) years up to 31st August, 2016, the Board of Directors of the Company has considered it desirable to reappoint him as Whole Time Director for a period of 5 (Five) years from 1st September, 2016 on the terms and conditions mentioned hereunder:

1. Period of Agreement 5 (Five) years w. e. f. 01.09.2016

2. Salary ₹ 2,00,000 − 3,00,000 pm

#### **Perguisites and Allowances:**

In addition to the salary payable to the Whole Time Director, he shall also be entitled to perquisites like commission, accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House maintenance allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furnishing and repairs, medical reimbursement, leave concession for himself and his family, Club fees, Medical Insurance, and such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board and such perquisites and allowances to be restricted to 50% of the annual salary of the Whole Time Director.

Company's contribution to Provident Fund and superannuation fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limit for the remuneration or perquisites aforesaid.

## **Minimum Remuneration:**

Where in any financial year during the tenure of the Whole Time Director, the Company has not made any profit or its profits are inadequate, the remuneration proposed to be paid to the Whole Time Director by way of salary and perguisites as above shall be paid as minimum remuneration.

The proposed Resolution is recommended for passing.

This may be treated as an abstract of the draft agreement between the company and Shri Vyangesh Choksi pursuant to Section 190 of the Companies Act 2013.

Except Shri Sunil Choksi, Smt. Stela Choksi and Shri Vyangesh Choksi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

By Order of the Board For CHOKSI LABORATORIES LIMITED

DATE: 12.08.2016

PLACE: INDORE

ABHISHEK SHARMA
COMPANY SECRETARY

## **NOTES:**

- The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 4 to 7 set out above and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors proposed to be appointed/re-appointed at the Annual General Meeting, is annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered office of the Company not less than FORTY- EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member. Proxies shall not have any right to speak at the meeting.
- 3. The register of members and transfer books of the Company shall remain closed from 25th day of September, 2016 to 27th day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- 4. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting.

  Members are requested to bring copies to the meeting.
- 5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
- 6. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office at 6/3, Manoramaganj Indore-M.P. at least seven days before the date of the Meeting.
- 7. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.
- 8. The Notice is being sent to all the Members, 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).
- 9. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
- 10. Members / Proxies should bring their attendance slip duly filled in for attending the meeting. Members are also requested to inform company of any change in their address immediately so as to enable the company to dispatch any further communication at their correct address.
- 11. In compliance with provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchange(s), the Company is pleased to offer e-voting facility to enable members to cast their votes electronically. The Company has agreement with CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

## **SECTION A - E-VOTING PROCESS:**

- Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2: Click on "Shareholders" to cast your vote(s)
- Step 3: Select the Electronic Voting Sequence Number (EVSN) i.e. "160822054" along with "COMPANY NAME" i.e. "Choksi Laboratories Limited" from the drop down menu and click on "SUBMIT".
- Step 4: Please enter User ID -
- a. For account holders in CDSL:- Your 16 digits beneficiary ID
- b. For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 5: Enter the Image Verification as displayed and Click on Login.
- Step 6: 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.
- Step 7: If you are a first time user follow the steps given below:
- 7. 1 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.

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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. Eq. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

- Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- Step 8: After entering these details appropriately, click on "SUBMIT" tab.
- Step 9: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.
- Step 10: Click on the EVSN of the Company i.e. "160822054" to vote.
- Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
- Step 12: Click on the Resolution File Link if you wish to view the Notice.
- Step 13: 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.
- Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- Step 15: 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. iPhone 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.

## SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- 1. The e-Voting period commences on From 10.00 A.M. (IST) on 23<sup>rd</sup> September, 2016 and ends on upto 05.00 P.M. (IST) on 26<sup>th</sup> September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 20th September, 2016 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- 2. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 3. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- 4. CS Devendra Kumar Jain, Practicing Company Secretary, Membership No.: ACS 31994, COP No. 13319, Address: UG-26, Johari Palace, Near T.I. Mall, M.G. Road, Indore (M.P.) -452001 (India), Email ID csdevendrajain@gmail.com, has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- 5. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same, provided that the chairman or a person authorized by him in writing who shall countersign the same.
- 6. 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 https://www.evotingindia.co.in within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.
- 7. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- 8. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- 9. Institutional Shareholders ( i. e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity helpdesk.evoting@cdslindia.com.
- 10. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- 11. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- 12. 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 e-mail to helpdesk.evoting@cdslindia.com.

By Order of the Board For CHOKSI LABORATORIES LIMITED

DATE: 12.08.2016
PLACE: INDORE

ABHISHEK SHARMA
COMPANY SECRETARY

# **ANNEXURE TO NOTICE**

# Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth	No. of Shares Held	Qualification	Nature of Expertise	Name of the Company in which Director holds Directorship	Name of the Committee of the Company in which Director holds Membership & Chairmanship
Mr. Sunil Choksi DIN: 00155078 Appointed on 01/09/2008	09/07/1955	523192	B.Sc.	More than 30 years of experience in analytical services & research.	Choksi Holding     Company     Private Limited	NIL
Mrs. Stela Choksi DIN: 00155043 Appointed on 01/04/2011	05/06/1956	220200	B.Sc.	Administration	NIL	NIL
Mr. Vyangesh Choksi DIN:00154926 Appointed on 01/08/2009	04/12/1979	447099	BCA MCSA MCSE GAMP	IT, Finance and General Administration	<ol> <li>Choksi Holding Company Private Limited</li> <li>Brucke Consulting Private Limited</li> <li>Choksi Toxlab Private Limited</li> <li>Auro Vision Infotech And Marketing Private Limited</li> </ol>	NIL