

**CHOKSI LABORATORIES LIMITED
NOTICE OF 31st ANNUAL GENERAL MEETING**

Notice is hereby given that the 31st Annual General Meeting of the members of Choksi Laboratories Limited is scheduled to be held on Saturday, 21st September, 2024 through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) for which purpose the Registered Office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year of the company together with the reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2024 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, 2024 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 Ms. Himika Choksi (DIN: 00155007), Whole Time Director of the company, who retires by rotation in terms of Sections 152(6) of the Companies Act, 2013 and being eligible offer herself for re- appointment and in this regard, pass the following resolution as an Ordinary Resolution;**

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, **Ms. Himika Choksi** (DIN: 00155007), who retires by rotation at this meeting be and is here by appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. RE-APPOINTMENT OF MR. SUNIL CHOKSI (DIN: 00155078) AS MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, read with Schedule V and other applicable provisions of the Companies Act, 2013(Including any statutory modification(s) or re- enactment(s) thereof), the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, as amended from time to time and such other approvals, permissions and sanctions as may be required, consent of the shareholder of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Choksi (DIN: 00155078) as Managing Director of the Company for the Period of the 5 Years with effect from 1st October 2024 to 30th September 2029 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as the Board (which term shall be deemed to include any committee of the Board Constituted to exercise its powers) to alter and vary terms and Conditions of the said appointment in such manner as may be agreed to between the board and Mr. Sunil Choksi in accordance with the requirements of the Act and within the limits approved by the Members of the Company, and who shall continue to hold office after attaining the age of seventy years during the aforesaid term.”

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

4. RE-APPOINTMENT OF MRS. STELA CHOKSI AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mrs. Stela Choksi (DIN: 00155043) as a Whole-time Director, of the Company, for a further period of 5 (five) years from the expiry of his present term of office, with effect from 1st October, 2024 to 30th September 2029 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as the Board (which term shall be deemed to include any committee of the Board Constituted to exercise its powers) to alter and vary terms and Conditions of the said appointment in such manner as may be agreed to between the board and Mrs. Stela Choksi in accordance with the requirements of the Act and within the limits approved by the Members of the Company, and who shall continue to hold office after attaining the age of seventy years during the aforesaid term.”

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

5. APPROVAL FOR REVISION IN TERMS OF REMUNERATION OF MR. VYANGESH CHOKSI, WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, & 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and are hereby accorded for increase in remuneration from the range of 2-3 Lac per annum to 4-5 Lac per annum of Mr. Vyangesh Choksi (DIN- 00154926), Whole time Director and Chief Financial Officer of the Company subject to the terms and conditions as detailed in the explanatory statement attached hereto.”

“RESOLVED FURTHER THAT except for the revision in the salary, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective. ”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and/or severally authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC.”

FOR BY ORDER OF THE DIRECTORS

**SD/-
PRAKHAR DUBEY
COMPANY SECRETARY**

Date : 13.08.2024

Place : Indore

CHOKSI LABORATORIES LIMITED

CIN: L85195MP1993PLC007471

Registered Office:

Survey No. 9/1, Near Tulsiyana Industrial Park

Gram Kumerdi, Indore (M.P.) - 453555

E-mail: compliance_officer@choksilab.com

Phone No. 0731-3501112

Notes:

1. In view of and pursuant to the Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs and all other relevant circulars issued from time to time, companies whose AGM are due in the year 2023, to conduct their AGM on or before 30.09.2023, in accordance with the requirements laid down in para 3 & 4 of the General Circular No. 20/2020 dated 05.05.2020 i.e. physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). The deemed venue for the AGM shall be the Registered Office of the Company.
2. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the aforesaid circulars issued by MCA, the 31st Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as “e-AGM”.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate Members who’s Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id: compliance_officer@choksilab.com, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through Remote E-voting.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.choksilab.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022.
11. Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed hereto and forming part of this notice.
12. The Register of Members, Beneficial Owner and Share Transfer Books of the Company will remain closed from 15th September, 2024 to 21st September, 2024, both days inclusive for the purpose of the Annual General Meeting.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 05.01.2023, Notice of the e-AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Annual Report 2023-24 will also be available on the Company’s website www.choksilab.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) <https://www.evoting.cdsl.com>

14. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
15. Members are requested to notify to the Company immediately, quoting Registered Folio No., change in their address, if any, with the pin code number.
16. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Link Intime Pvt. Ltd., the Registrar and Share Transfer Agent, to consolidate their holding in one folio.
17. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
18. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days before the date of the meeting so that the required information can be made available at the meeting.
19. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. 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.
22. 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 IN TIME PRIVATE LIMITED.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
24. 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.
25. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2023-24 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 (11.00A.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 mailid: compliance_officer@choksi.com
26. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting Agency **M/S. CENTRAL DEPOSITORY SERVICE LIMITED (CDSL)**.
27. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER**
 - (i) The e-voting period begins on **18th September, 2024 to 20th September, 2024** 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 **14th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting

	service provider website for casting your vote during the remote e-Voting period. page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company Name i.e. CHOKSI LABORATORIES LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (ii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance_officer@choksilab.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

28. 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.

BY ORDER OF BOARD OF DIRECTORS

Date: 13.08.2024
Place: Indore

**SD/-
PRAKHAR DUBEY
COMPANY SECRETARY**

CHOKSI LABORATORIES LIMITED

CIN: L85195MP1993PLC007471

Registered Office:

Survey No. 9/1, Near Tulsiyana Industrial Park

Gram Kumerdi, Indore (M.P.) - 453555

E-mail: compliance_officer@choksilab.com

Phone No. 0731-3501112

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the business is mentioned under Item No. 03 of the accompanying Notice dated August 13, 2024:

Item No.3:Re-Appointment of Mr. Sunil Choksi (Din: 00155078) As Managing Director.

The Board of Directors of the Company ("the Board") at its meeting held on August 13th, 2024 has, subject to approval of members, re-appointed Mr. Sunil Choksi (DIN:00155078) as a Managing Director, for a further period of 5 (five) years from the expiry of his present term, on terms and conditions including remunerations recommended by the Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board. in compliance with the provision of Section 196(3) of Companies Act, 2013It is also to be noted that Mr. Sunil Choksi will attain the age of 70 years in the year 2025, therefore the special resolution. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Sunil Kumar Choksi (DIN:00155078) as a Managing Director, of the Company, inters of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sunil Kumar Choksi (DIN:00155078) are as under:

- a) Salary, Perquisites and Allowances per month:

Salary – Rs. 5,00,000-6,00,000

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent Allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and Allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

General

- I. The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall authority of the Managing Director.
- II. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- III. The Managing Director shall adhere to the Company's Code of Conduct.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Sunil Choksi (DIN: 00155078) under Section 190 of the Act. Details of Mrs. Sunil Choksi (DIN: 00155078) are provided in the "Annexure "to the Notice pursuant to the provisions of Mr. Sunil Kumar Choksi (DIN: 00155078) is interested in the resolution set out at Item No. 3 of the Notice.

Mrs. Stela Choksi, a Whole Time Director, Mr. Vyangesh Choksi, a Whole Time Director, Ms. Himika Choksi, a Whole time director being related to Mr. Sunil Kumar Choksi, may be deemed to be interested in the resolution set out at Item No. 3 of the Notice.

The other relatives of Mr. Sunil Kumar Choksi may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

In accordance with the provisions of Sections 196 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Sunil Kumar Choksi require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution Accordingly. The Board

recommends the Resolution at Item No. 3 for approval of the shareholders.

Item No. 4

The Board of Directors of the Company (“the Board”) at its meeting held on August 13th, 2024 has, subject to approval of members, re-appointed Mrs. Stela Choksi (DIN:00155043) as a Whole Time Director, for a further period of 5 (five) years from the expiry of his present term, on terms and conditions including remunerations recommended by the Nomination and Remuneration Committee (the ‘HRNR Committee’) of the Board and approved by the Board. It is proposed to seek the members’ approval for the re-appointment of and remuneration payable to Mrs. Stela Choksi (DIN: 00155043) as a Whole Time Director, of the Company, inters of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Stela Choksi (DIN:00155043) are as under:

a) Salary, Perquisites and Allowances per month:

Salary – Rs. 3,50,000-4,50,000

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent Allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and Allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

b) The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

General:

- I. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole time Director will be under the overall authority of the Managing Director.
- II. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- III. The Whole-time Director shall adhere to the Company’s Code of Conduct

The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Stela Choksi (DIN: 00155043) under Section 190 of the Act.

Details of Mrs. Stela Choksi (DIN: 00155043) are provided in the “Annexure “to the Notice pursuant to the provisions of Mrs. Stela Choksi (DIN: 00155043) is interested in the resolution set out at Item No. 4 of the Notice. Shri Sunil Kumar Choksi, a Managing Director, Mr. Vyangesh Choksi, a Wholetime Director, Ms. Himika Choksi, a Whole time director being related to Mrs. Stela Choksi, may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.

The other relatives of Mrs. Stela Choksi may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Taking into consideration the size of the Company’s operations, the enormous responsibility for oversight of the Company and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors (the “Board”), at its Meeting held on August 13, 2024, the board has decided to vary the terms of appointment of Mr. Vyangesh Choksi, Whole-Time Director and Chief Financial Officer of the company, who was re-appointed in the AGM of the year 2020 for the position of Whole Time Director for another five year term started from 01.09.2020 to 31.08.2025.

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 13, 2024 approved the revision in the terms of remuneration of Mr. Vyangesh Choksi. The amount of remuneration shall be between **Rs.4,00,0000-5,00,000** per month. Other Conditions as set out at the time of his appointment/re-appointment shall remain unchanged and continue to be effective.

Pursuant to provisions of sections 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Directors thus recommend the Resolution no. 05 for approval by the members by way of Special Resolution.

Mr. Vyangesh Choksi is interested in the resolution set out at Item No. 5 of the Notice. Shri Sunil Kumar Choksi, a Managing Director, Mrs. Stela Choksi, a Wholetime Director, Ms. Himika Choksi, a Whole time director being related to Mr. Vyangesh Choksi, may be deemed to be interested in the resolution set out at Item No. 5 of the Notice.

The other relatives of Mr. Vyangesh Choksi may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

**BY ORDER OF BOARD OF DIRECTORS
FOR CHOKSI LABORATORIES LIMITED**

**DATE: 13TH AUGUST, 2024
PLACE: INDORE**

**SD/-
PRAKHAR DUBEY
COMPANY SECRETARY**

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions:

NAME OF DIRECTOR	MR. SUNIL CHOKSI	MRS. STELA CHOKSI
Date of Birth	01/09/1955	05/06/1956
Age	69 Years	68Years
Date of Appointment	01/09/2008	01/04/2011
Experience in specific functional area	25Years in Chemical Industries & Administration	20 Years in Administration& Management
Category of Directorship	Executive Promoter Director	Executive Promoter Director
No & % of Equity share held in the Company	523192 (7.51%)	220200 (3.16%)
List of outside company’s directorship held in Public Limited Company	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil
Chairman/Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil
Relation between director inter –se	Relative of: 1)Mrs Stela Choksi, Whole Time Director (Wife), 2)Ms. Himika Choksi, Whole Time Director (Daughter), 3)Mr. Vyangesh Choksi, Whole Time Director (Son)	Relative of: 1)Mr. Sunil Choksi, Managing Director (Husband), 2)Ms. Himika Choksi, Whole Time Director (Daughter), 3)Mr. Vyangesh Choksi, Whole Time Director (Son)

DATE: 13TH AUGUST, 2024
PLACE: INDORE

BY ORDER OF BOARD OF DIRECTORS
FOR CHOKSI LABORATORIES LIMITED

SD/-
PRAKHAR DUBEY
COMPANY SECRETARY