
NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that an **Extra-Ordinary General Meeting (“EGM”)** of the Members of **CHOKSI LABORATORIES LIMITED** (“the Company”) will be held on **Saturday, 17th October, 2026 through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”)**, to transact the businesses as set out in the Notice.

The EGM is being convened pursuant to the applicable provisions of the **Companies Act, 2013 (“the Act”)**, including Sections **101, 102, 103, 105, 108 and 109** thereof, read with the relevant rules made thereunder, the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**, including **Regulation 44**, the **Secretarial Standard on General Meetings (“SS-2”)** issued by the Institute of Company Secretaries of India, and other applicable laws, rules, regulations, circulars and guidelines, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The **Explanatory Statement pursuant to Section 102 of the Act**, setting out the material facts relating to the businesses proposed to be transacted at the EGM, is annexed to this Notice. The additional information as required under the applicable provisions of the Listing Regulations is also provided in the Notice.

The Company has provided the facility of **remote e-voting** to enable the Members to cast their votes electronically on the resolutions proposed at the EGM. The Company has engaged the services of **Central Depository Services (India) Limited (“CDSL”)** as its agency for providing the e-voting facility.

Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **10th October, 2026 (“Cut-off Date”)** shall be entitled to vote through remote e-voting and at the EGM, in accordance with the applicable provisions. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

The Company has appointed **CS Surabhi Agrawal (Membership No.F13816, COP No. 23696), Proprietor of M/s. Surabhi Agrawal & Associates, Practicing Company Secretaries (Peer Review No. 5654/2024), Indore**, as the **Scrutinizer** to scrutinize the remote e-voting process and voting at the EGM, in a fair and transparent manner.

The results of the voting shall be declared within the time prescribed under the applicable provisions of the Act and the Listing Regulations and shall be placed on the website of the Company and communicated to the Stock Exchanges and CDSL, as applicable.

CUT-OFF DATE FOR RECKONING VOTING RIGHTS FOR E-VOTING	E-VOTING STARTS ON	E-VOTING ENDS ON	RESULTS ANNOUNCEMENT DATE
Saturday 10 th October, 2026	09:00 A.M. (IST) on Wednesday, 14 th October, 2026	05:00 P.M. (IST) on Friday, 16 th October, 2026	On or before on Monday, 19 th October, 2026

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUE AND ALLOTMENT OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP

The members are requested to consider and if thought fit, may pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable laws, rules, regulations, guidelines, notifications and circulars issued by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), BSE Limited (**“BSE”**) and/or any other statutory, regulatory or competent authority, from time to time, and subject to such approval(s), consent(s), permission(s), sanction(s) and/or clearance(s), if any, as may be required from SEBI, BSE and/or any other appropriate statutory, regulatory or other authority, and subject to such terms, conditions, alterations, modifications, changes and/or variations as may be prescribed or imposed

by any of them while granting such approval(s), consent(s), permission(s), sanction(s) and/or clearance(s), which the Board of Directors of the Company ("Board", which term shall be deemed to include any Committee thereof duly constituted or authorised for the purpose) is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, on a preferential basis, up to **3,50,000 convertible warrants ("Warrants")**, each Warrant carrying a right to subscribe to **one (1) Equity Share** of the Company having a face value of **Rs. 10/-** each ("Equity Shares"), at an issue price of **Rs. 177/- per Warrant**, including a premium of **Rs. 167/- per Warrant ("Warrant Issue Price")**, for an aggregate consideration not exceeding **Rs. 6,19,50,000/-** to the proposed allottee(s) as set out in the Explanatory Statement annexed to this Notice, for cash, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, including Regulation 161 thereof, the **"Relevant Date"** for determining the minimum issue price of the Warrants shall be **17th September, 2026**, being the date as prescribed under the applicable provisions of the SEBI ICDR Regulations;

"RESOLVED FURTHER THAT in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and the applicable provisions of the SEBI ICDR Regulations, the valuation report obtained from **CA Navin Khandelwal**, Registered Valuer, having **IBBI Registration No. IBBI/RV/05/2019/10779**, determining the value of the Equity Shares of the Company, be and is hereby taken on record and considered for the purpose of determining the issue price of the Warrants proposed to be issued and allotted on a preferential basis;

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolution, the issue of the Warrants shall be subject to the following terms and conditions, in addition to such other terms and conditions as may be prescribed under applicable laws and the SEBI ICDR Regulations:

- a) The Warrant holders shall be entitled to exercise the Warrants, in one or more tranches, within a period of **18 (Eighteen) months from the date of allotment of the Warrants**. Upon such exercise and receipt of the requisite amount payable thereon, the Company shall issue and allot the corresponding number of Equity Shares of the Company having a face value of **Rs. 10/-** each;

-
- b) An amount equivalent to **25% (Twenty-Five Percent)** of the Warrant Issue Price shall be payable by the proposed allottee(s) at the time of subscription and allotment of each Warrant, and the balance **75% (Seventy-Five Percent)** of the Warrant Issue Price shall be payable by the Warrant holder(s) at the time of exercise of the option attached to the Warrants;
 - c) The consideration payable in respect of the Warrants shall be paid by the respective Warrant holder(s) from their respective bank account(s) into the designated bank account of the Company, in accordance with the applicable provisions of law;
 - d) The exercise of the Warrants and the consequent issue and allotment of Equity Shares shall be undertaken in a manner so as to ensure compliance with the applicable minimum public shareholding requirements of the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957, as amended;
 - e) The Warrants shall not confer upon the Warrant holder(s) any rights of a shareholder of the Company, including any right to receive dividend or to exercise voting rights, in respect of such Warrants, until the Equity Shares are issued and allotted pursuant to exercise of the Warrants;
 - f) The Equity Shares to be issued and allotted pursuant to the exercise of the Warrants shall be issued in dematerialised form and shall rank pari passu in all respects, including with respect to dividend and voting rights, with the existing Equity Shares of the Company, subject to the applicable provisions of law and the terms of issue;
 - g) The Warrants and the Equity Shares to be allotted pursuant to the exercise of the Warrants shall be subject to lock-in for such period and on such terms as may be prescribed under Chapter V of the SEBI ICDR Regulations, as amended from time to time.
 - h) The Company shall re-compute the price of the Warrants / Equity Shares, as applicable, in terms of the provisions of the SEBI ICDR Regulations, where required to do so, and if the amount payable by the Warrant holder(s) pursuant to such re-computation is required to be paid to the Company, the same shall be paid by the respective Warrant holder(s) in accordance with the applicable provisions of the SEBI ICDR Regulations;
 - i) The allotment of the Warrants pursuant to this resolution shall be completed within the period prescribed under the applicable provisions of the SEBI ICDR Regulations and other applicable laws;

- j) The Warrants shall be exercised by the Warrant holder(s) within **18 (Eighteen) months from the date of allotment** thereof, failing which the Warrants shall lapse and the amount paid by the Warrant holder(s) in respect of such Warrants shall stand forfeited by the Company in accordance with the applicable provisions of the SEBI ICDR Regulations;
- k) The Company shall make necessary applications to **BSE Limited** for obtaining the requisite in-principle approval, listing and trading approvals for the Equity Shares proposed to be issued and allotted upon exercise of the Warrants, in accordance with the applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations;
- l) The Equity Shares arising pursuant to the exercise of the Warrants shall be issued and allotted within the period prescribed under the applicable provisions of the SEBI ICDR Regulations and other applicable laws;
- m) The Warrants and the Equity Shares to be issued upon exercise of the Warrants shall not be sold, transferred, hypothecated or otherwise encumbered during the applicable lock-in period, except to the extent and in the manner permitted under the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), including Sections 42 and 62(1)(c) of the Act, read with Rule 13 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to receipt of such approvals, consents, permissions and sanctions as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded for the proposed issue and allotment of Convertible Warrants on a preferential basis through private placement, in accordance with the applicable provisions of the Act and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

RESOLVED FURTHER THAT the requisite Private Placement Offer-cum-Application Letter in Form PAS-4, along with such other documents as may be required under applicable laws, be issued to the identified proposed allottee(s) in accordance with the provisions of the Act and rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants by the respective Warrant holder(s), in accordance with the terms of the issue and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with or incidental to the issue, offer and allotment of the Warrants and the issue and allotment of the Equity Shares pursuant to the exercise thereof, including making necessary applications and filings with **BSE Limited, SEBI, the Registrar of Companies, MCA, NSDL, CDSL** and/or any other statutory, regulatory or competent authority, and to execute such agreements, documents and writings as may be necessary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint and engage such intermediaries, advisors, consultants and other agencies as may be required in connection with the issue and allotment of the Warrants and the Equity Shares arising upon exercise thereof, and to determine, vary, modify or alter such procedural matters and other terms and conditions of the issue as may be necessary to give effect to this resolution, subject always to the applicable provisions of the Act, SEBI ICDR Regulations, SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board, Director(s), Key Managerial Personnel or officer(s) of the Company, as may be necessary or expedient for giving effect to the aforesaid resolutions.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions be furnished to the concerned statutory, regulatory and other authorities and they be requested to act thereon accordingly.

For CHOKSI LABORATORIES LIMITED

Sd/-
PRAKHAR DUBEY
Company Secretary &
Compliance Officer
M. No.: A65011

NOTES:

1. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.
2. Members may note that the Notice will also be available on website of the Company i.e. compliance_officer@choksilab.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of the Central Depository Securities Limited ("CDSL") at <https://www.evotingindia.com>. compliance_officer@choksilab.in
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at compliance_officer@choksilab.in duly filled and signed along with requisite supporting documents to RTA i.e. Ankit Consultancy Pvt. Ltd, Office contact no. 0731-4065799.
4. Only a person, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Notice for information purpose only.
5. Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity shares capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Sections 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Notice.
7. The e-voting period commences at **09:00 A.M. (IST) on Wednesday, 14th October, 2026 and ends at 05:00 P.M. (IST) on Friday, 16th October, 2026.**

8. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. The Board of Directors has appointed **CS Surabhi Agrawal (Membership No. F13816, COP No. 23696), Proprietor of M/s. Surabhi Agrawal & Associates, Practicing Company Secretaries (Peer Review No. 5654/2024), Indore** as Scrutinizer for scrutinizing the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any person authorized by him.
11. The results of e-voting will be announced **On or before Monday, 19th October, 2026**, and will be displayed on the Company's website at compliance_officer@choksilab.in and the website of CDSL at <https://www.evotingindia.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
12. The resolutions, if approved, shall be deemed to have been passed on the date on which scrutinizer will submit his report to the company.
13. All the documents referred to in this Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Notice until the last date of e-voting.
14. Members seeking to inspect such documents can send an email to compliance_officer@choksilab.in mentioning his / her / its folio number / DP ID and Client ID. Corporate/ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the company with a copy marked to Scrutinizer and helpdesk.evoting@cdslindia.com.

15. Institutional members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

Members who update their e-mail ID after Cut-off Date can send their request for receiving the Notice to the RTA - Ankit Consultancy Pvt. Ltd. at 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 .

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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.
3. 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 atleast 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.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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.
6. 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 compliance_officer@choksilab.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. 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.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023 and **General circular No. 09/2024 dated 19.09.2024 and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM till further orders**, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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) The voting period begins on **09:00 A.M. (IST) on Wednesday, 14th October, 2026 and ends at 05:00 P.M. (IST) on Friday, 16th October, 2026**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10th October, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 shareholders/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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 or joining virtual meeting & voting during the meeting.

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 21 09911

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 : 022 - 4886 7000 and 022 - 2499 7000

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

(v) 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) 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. 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.
--	--

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Choksi Laboratories Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 mandatory 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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 **7 working days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for the smooth conduct of the EGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.

10. 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.

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 investor@ankitonline.com.
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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (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 toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 163 OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

The following Explanatory Statement sets out all material facts relating to the Special Resolution proposed at Item No. 1 of the accompanying Notice of the Extra-Ordinary General Meeting of the Members of CHOKSI LABORATORIES LIMITED ("Company") and should be read in conjunction with the said Notice.

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUE AND ALLOTMENT OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP

The Board of Directors of the Company ("Board"), at its meeting held on 19th September, 2026, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal for issue and allotment of up to **3,50,000 convertible warrants ("Warrants")**, each Warrant carrying a right to subscribe to **one (1) Equity Share** of the Company having a face value of **Rs. 10/-** each ("Equity Shares"), at an issue price of **Rs. 177/- per Warrant**, including a premium of **Rs. 167/- per Warrant ("Warrant Issue Price")**, for an aggregate consideration not exceeding **Rs. 6,19,50,000/-**.

Since, the Company is a Listed Company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI (ICDR) Regulations, 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

Each Warrant shall carry a right to subscribe to one (1) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each, on payment of the balance consideration in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws.

PARTICULARS OF THE PREFERENTIAL ISSUE

Particulars	Details
Type of Security	Convertible Warrants
Maximum Number of Warrants	3,50,000
Face Value of Equity Share	Rs. 10/- per Equity Share
Issue Price per Warrant	Rs. 177/-
Premium per Warrant	Rs. 167/-
Aggregate Issue Size	Rs. 6,19,50,000/-
Consideration	Cash
Conversion Ratio	1 Warrant = 1 Equity Share
Tenure of Warrants	Not exceeding 18 months from the date of allotment
Upfront Amount	25% of Warrant Issue Price
Balance Amount	75% of Warrant Issue Price, payable upon exercise
Proposed Allottees	Promoter / Promoter Group
Relevant Date	17 th September 2026
Stock Exchange	BSE Limited
Date of Board Resolution approving the Preferential Issue	19 th September 2026

The Warrants shall be issued and allotted in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws.

The proposed preferential issue is subject to the approval of the Members by way of a Special Resolution and such other statutory, regulatory and other approvals as may be required.

The information as required under SEBI (ICDR) Regulations, 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share

Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. OBJECTS OF THE PREFERENTIAL ISSUE

The Company proposes to utilise the funds raised through the proposed issue towards [general corporate purposes / working capital requirements / expansion and growth of business / capital expenditure / repayment of debt / other specific objects, as may be applicable.

The proceeds shall be utilised solely towards the above-mentioned objects and in accordance with the applicable laws.

The Company shall utilise the proceeds of the Preferential Issue in accordance with the applicable provisions of law and the disclosures made herein.

2. MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED

The Board of Directors in its meeting held on 19th September, 2026 had approved the issue of Convertible Warrants and accordingly proposes to issue and allot in **aggregate up to 3,50,000 Warrants** to be converted into equal number of Equity Shares of Rs. 10/- each to Promoter Group on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations, 2018.

The Company proposes to issue and allot up to **3,50,000 Warrants**, each carrying a right to subscribe to one (1) Equity Share of the Company having a face value of Rs. 10/- each.

Upon full exercise of the Warrants, the Company shall issue and allot up to **3,50,000 Equity Shares**, subject to the terms and conditions of the issue and applicable regulatory requirements.

3. AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF ISSUE OF SECURITIES:

The Company, pursuant to the proposed Preferential Issue of convertible Warrants proposes to raise up to Rs. 6,19,50,000/-.

4. INTENT OF THE PROMOTERS, DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT TO SUBSCRIBE

The proposed Warrants are being issued to the following persons belonging to the Promoter and Promoter Group:

Name	Category	No. of Warrants	Amount	Intent
Sunil Kumar Choksi	Promoter	2,00,000	Rs. 3,54,00,000	Intends to subscribe
Himika Choksi	Promoter	1,00,000	Rs. 1,77,00,000	Intends to subscribe
Stela Choksi	Promoter	50,000	Rs. 88,50,000	Intends to subscribe
Other Promoters / Promoter Group	-	Nil	Nil	Do not intend to subscribe
Directors	-	Nil	Nil	Do not intend to subscribe
KMP	-	Nil	Nil	Do not intend to subscribe
Senior Management	-	Nil	Nil	Do not intend to subscribe

The proposed allottees have expressed their intention to subscribe to the Warrants proposed to be issued pursuant to the Preferential Issue.

The Convertible Warrants into Equity Shares shall be offered to the Mr. Sunil Kumar Choksi, Ms. Himika Choksi and Ms. Stela Choksi Promoters of the Company, intends to subscribe to the Warrants.

Except as mentioned above, no other Promoter, Promoter Group, Directors or Key Managerial Personnel or senior management of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

5. SHAREHOLDING PATTERN OF THE ISSUER BEFORE AND AFTER THE PREFERENTIAL ISSUE

The shareholding pattern of the Company before and after the proposed Preferential Issue, assuming full conversion of the Warrants, is set out below:

Category	Pre-Issue No. of Equity Shares	Pre-Issue %	Post-Issue No. of Equity Shares	Post-Issue %
Promoter & Promoter Group	21,92,754	31.48	25,42,754	34.76%
Public	47,72,509	68.52%	47,72,509	65.24%

Total	69,65,263	100%	73,15,263	100%
-------	-----------	------	-----------	------

The pre-issue shareholding pattern is based on the latest available shareholding pattern of the Company as on 19th September, 2026 i.e. date of Board meeting.

The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

6. PROPOSED TIME FRAME FOR COMPLETION OF PREFERENTIAL ISSUE

The allotment of Warrants shall be completed within fifteen (15) days from the date of passing of the Special Resolution, subject to the applicable statutory/regulatory approvals, in accordance with Regulation 170 of the SEBI ICDR Regulations.

The Warrants shall be exercisable within **18 (Eighteen) months from the date of allotment.**

Upon exercise of the Warrants and receipt of the balance consideration, the corresponding Equity Shares shall be allotted within the period prescribed under the applicable provisions of the SEBI ICDR Regulations.

7. THE NAME OF THE PROPOSED ALLOTTEES, THE IDENTITIES OF THE PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES, THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:

Name of Proposed Allottee	Category	Pre-Issue Shareholding	No. of Warrants	Post-Issue Shareholding*	Ultimate Beneficial Owner / Controller
Sunil Kumar Choksi	Promoter	7.51%	2,00,000	9.89%	Not applicable as the proposed allottee is an individual; the proposed allottee himself is the ultimate beneficial owner and controller.
Himika Choksi	Promoter	0.01%	1,00,000	1.38%	
Stela Choksi	Promoter	3.16%	50,000	3.69%	

Post-Issue shareholding has been stated assuming full exercise of the Warrants.

The proposed allottees is persons belonging to the **Promoter** of the Company.

8. UNDERTAKING THAT THE ISSUER SHALL RE-COMPUTE THE PRICE OF THE SPECIFIED SECURITIES IN TERMS OF THE PROVISION OF THESE REGULATIONS WHERE IT IS REQUIRED TO DO SO.

The Company undertakes that:

(i) the Company shall re-compute the price of the specified securities, where required, in accordance with the provisions of the SEBI ICDR Regulations; and

(ii) if the amount payable on account of such re-computation is not paid by the relevant allottee(s) within the time stipulated under the SEBI ICDR Regulations, the specified securities shall continue to remain locked-in until such amount is paid by the allottee(s).

9. THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR NON-PROMOTER.

Sr. No	Names of the proposed Allottees of Equity Shares	Current Status of the Proposed Allottees of share warrants	Proposed Status of the Proposed Allottees of share warrants post the preferential issue
1.	Sunil Choksi	Promoter	Promoter
2.	Himika Choksi	Promoter	Promoter
3.	Stela Choksi	Promoter	Promoter

10. CERTIFICATE FROM PRACTICING COMPANY SECRETARIES

A certificate from **Prerna Ajmera**, Practicing Company Secretary certifying that the issue of Convertible Share Warrants & Equity Shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.choksilab.in before the Extra Ordinary General Meeting.

11. RELEVANT DATE

In terms of the applicable provisions of the SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price of the Warrants shall be **17th September, 2026**, being the date which is **thirty (30) days prior** to the date on which the Special Resolution is deemed to have been passed by the Members

12. VALUATION REPORT

The Company has obtained a valuation report from **CA Navin Khandelwal**, Registered Valuer, having IBBI Registration No. **IBBI/RV/05/2019/10779**, determining the determining the value of the Equity Shares of the Company.

The said valuation report has been placed before the Board and taken on record for the purpose of the proposed Preferential Issue.

The valuation report dated 17th September, 2026 issued by **CA Navin Khandelwal**, Registered Valuer, having IBBI Registration No. **IBBI/RV/05/2019/10779**, is available on the website of the Company at www.choksilab.in and shall also be available for inspection by the Members in accordance with applicable law.

13. MONITORING OF UTILIZATION OF FUNDS:

Since the aggregate issue size of the proposed Preferential Issue does not exceed Rs. 100 crores, appointment of a monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable

14. BASIS OR JUSTIFICATION FOR THE PRICE AND BASIS FOR DETERMINATION OF ISSUE PRICE

The issue price of the Convertible Warrants shall be determined in accordance with the applicable provisions of **Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations")** and other applicable laws, as amended from time to time.

The Equity Shares of the Company are listed on **BSE Limited ("BSE")** and are frequently traded securities within the meaning of the SEBI ICDR Regulations. Accordingly, the floor price for the proposed preferential issue shall be determined in accordance with the applicable pricing provisions prescribed under **Regulation 164 of the SEBI ICDR Regulations**.

In terms of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price for the Convertible Warrants shall not be lower than the higher of the following:

- (a) the **90 trading days' volume weighted average price ("VWAP")** of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date; or
- (b) the **10 trading days' VWAP** of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date.

Accordingly, **BSE Limited**, being the recognised stock exchange having higher trading volumes during the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The Company proposes to issue and allot **3,50,000 Convertible Warrants**, each carrying a right to subscribe to one Equity Share of the Company. Upon full conversion of the Warrants, the total post-issue fully diluted share capital of the Company would comprise **73,15,263 Equity Shares**. Accordingly, the proposed allotment of 3,50,000 Warrants represents approximately **4.78% of the post-issue fully diluted share capital** of the Company.

Since the proposed preferential issue would result in allotment of **4.78% of the post-issue fully diluted share capital** of the Company to the proposed allottees, the provisions of **Regulation 166A of the SEBI ICDR Regulations** are not applicable to the proposed preferential issue on account of the aforesaid threshold not being exceeded.

Accordingly, the floor price for the proposed preferential issue shall be determined in accordance with the applicable provisions of the **SEBI ICDR Regulations**, including **Regulation 164** thereof.

Based on the applicable pricing methodology under the SEBI ICDR Regulations, the minimum price determined under Regulation 164 of the SEBI ICDR Regulations is **Rs. 176.38/- per Warrant**. Further, the Company has obtained a **Valuation Report from CA Navin Khandelwal, Registered Valuer, having IBBI Registration No. IBBI/RV/05/2019/10779**, determining the value of the Equity Shares of the Company. The said valuation report has been placed before and taken on record by the Board of Directors and has been considered for determining the issue price of the proposed preferential issue.

Accordingly, the proposed issue price of **Rs. 177/- per Convertible Warrant**, with each Warrant carrying a right to subscribe to one Equity Share of the Company, is not lower

than the applicable floor price determined in accordance with the provisions of the SEBI ICDR Regulations.

Further, the **Articles of Association of the Company do not provide any specific methodology for determination of the floor price or minimum issue price for issuance of securities on a preferential basis. Accordingly, the pricing provisions prescribed under the SEBI ICDR Regulations shall be applicable.**

The valuation report obtained from the Independent Registered Valuer shall be available on the website of the Company at **www.choksilab.in** and shall also be available for inspection by the Members in accordance with the applicable provisions of law.

15.DISCLOSURE RELATING TO WILFUL DEFAULTER / FRAUDULENT BORROWER

Neither the Company nor any of its Promoters or Directors is a wilful defaulter or fraudulent borrower or fugitive economic offender.

16.TERMS OF ISSUE OF THE WARRANTS:

The principal terms of the Warrants are as follows:

- a. Each Warrant shall carry a right to subscribe to **one (1) Equity Share** of the Company having a face value of Rs. 10/- each
- b. In accordance with Regulation 169(2) of the SEBI (ICDR) Regulations, 2018, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 on or before the allotment of warrants;
- c. The balance **75% of the Warrant Issue Price** shall be payable at the time of exercise of the Warrants.
- d. The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.
- e. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.
- f. The Warrants may be exercised, in one or more tranches, within **18 months from the date of allotment.**
- g. In the event the Warrant holder does not exercise the Warrants within the prescribed period, the unexercised Warrants shall lapse and the amount paid in respect thereof shall stand forfeited in accordance with the applicable provisions of law.

- h. The Warrants shall not confer any voting rights or other rights of an equity shareholder until the Equity Shares are issued pursuant to exercise of the Warrants.
- i. The Equity Shares allotted upon exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company.
- j. The Warrants and the Equity Shares arising pursuant to their exercise shall be subject to the applicable lock-in provisions prescribed under the SEBI ICDR Regulations.
- k. The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant Holder thereof any rights with respect to that of a Shareholder of the Company.
- l. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

17. LOCK-IN

The Warrants and the Equity Shares allotted pursuant to exercise of the Warrants shall be subject to lock-in for such period and on such terms as prescribed under Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential shareholding of the proposed allottee, if any, shall be locked-in from the Relevant Date for the period prescribed under Regulation 167 of the SEBI ICDR Regulations.

18. NO. OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAS ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:

The Company has not made any preferential allotment during the current Financial Year 2026-27.

19. OTHER DISCLOSURES

The Company confirms that:

- a) the proposed issue is in compliance with the applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI Listing Regulations;
- b) the proposed allotment shall be made only in dematerialised form;
- c) the proposed allotment shall be subject to receipt of all necessary regulatory and statutory approvals;

- d) the Equity Shares arising upon exercise of the Warrants shall be listed on BSE Limited, subject to receipt of the requisite approvals;
- e) the proposed allottees shall make payment of the consideration from their respective bank accounts in accordance with applicable law;
- f) the Company shall make all necessary filings and disclosures with BSE, SEBI, MCA and other applicable authorities in accordance with law.
- g) The pre- preferential allotment of the person holding the shares are in dematerialized form.
- h) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only

20. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:

Not Applicable, as the Company has not proposed to issue the shares for consideration other than cash

21. MATERIAL TERMS OF RAISING OF SECURITIES AND PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES

The Material terms of issuing warrants are mentioned in the proposed resolutions, further, no assets of the Company are getting charged as security.

22. CHANGE IN CONTROL / MANAGEMENT

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

23. UNDERTAKING REGARDING ELIGIBILITY OF PROPOSED ALLOTTEES

The Company confirms that the proposed allottees are eligible to receive the Warrants in accordance with the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013.

The proposed allottees have represented that they have not sold or transferred any Equity Shares of the Company during the period prescribed under the applicable provisions of the SEBI ICDR Regulations preceding the Relevant Date, to the extent applicable.

Further, the proposed allottees are not ineligible for allotment of specified securities under the applicable provisions of the SEBI ICDR Regulations.

24.Compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

The Promoter and Promoter Group of the Company currently hold **21,92,754 Equity Shares**, representing approximately **31.48%** of the existing paid-up equity share capital of the Company. Upon full conversion of the proposed **3,50,000 Convertible Warrants** into equivalent number of Equity Shares, the shareholding of the Promoter and Promoter Group is expected to increase to **25,42,754 Equity Shares**, representing approximately **34.76%** of the post-issue fully diluted equity share capital of the Company.

Accordingly, the proposed acquisition pursuant to full conversion of the Warrants would result in an increase of approximately **3.28%** in the voting rights of the Promoter and Promoter Group, from approximately 31.48% to 34.76%.

The proposed acquisition is therefore within the permissible creeping acquisition limit of 5% prescribed under Regulation 3(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, **subject to there being no other acquisition of shares or voting rights by the Promoter, Promoter Group and/or persons acting in concert during the financial year 2026-27 which, when aggregated with the proposed acquisition, would exceed the permissible limit.**

The Company shall monitor the aggregate acquisition of voting rights by the Promoter, Promoter Group and persons acting in concert and shall ensure compliance with the applicable provisions of the SEBI (SAST) Regulations, 2011 at the time of conversion of the Warrants.

25.IN-PRINCIPLE APPROVAL

The Company shall make an application seeking in-principle approval from BSE Limited on the same day on which the Notice of the EGM seeking approval of the Members by way of Special Resolution is sent.

26.INSPECTION OF DOCUMENTS

The relevant documents referred to in this Explanatory Statement, including the valuation report, certificate of the Auditors, Memorandum and Articles of Association of the Company and other documents relating to the proposed Preferential Issue, shall be available for inspection by the Members electronically / at the Registered Office of the Company during business hours on all working days up to the date of the EGM, subject to applicable law.

27.RECOMMENDATION OF THE BOARD

The approval of the Members by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the convertible Warrants to the Proposed Allottees on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the SEBI ICDR Regulations.

Accordingly, the Board believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 1 of the Notice for approval by Members of the Company by way of a special resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

Mr. Sunil Kumar Choksi, Ms Himika Choksi and Mrs. Stela Choksi being a proposed allottees and Promoters of the Company, are concerned/interested in the proposed resolution to the extent of his proposed subscription to the Warrants and his existing shareholding in the Company. Save as aforesaid except Mr. Vyangesh Choksi (relative of proposed allottees), none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By the order of Board of Directors

For CHOKSI LABORATORIES LIMITED

Sd/-
PRAKHAR DUBEY
Company Secretary &
Compliance Officer
M. No.: A65011
Date: 19/09/2026
Place: Indore