



CHOKSI IMAGING LIMITED

Corp. Off.: 4th Floor, C-wing, Classique Centre, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093. INDIA. Tel.: 022-42287555

Regd. Off.: Survey No.121, Plot No 10, Silvassa Industrial Est 66 Kva Road, AmlI, Silvassa, Dadra & Nagar Haveli DN 396230 IN Ph: 0260-2642240/41

Email: imaging@choksiworld.com Website: www.choksiworld.com CIN: L24294DN1992PLC005560

May 28, 2021

To,

Bombay Stock Exchange Limited

Listing Department, P.J Towers, Dalal Street

Fort, Mumbai – 400 001

Ref: Code No.530427

Sub: Notice of Postal Ballot.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, we are submitting herewith the Notice of Postal Ballot dated May 24, 2021 along with Postal Ballot Form for seeking approval of Members of the Company by way of the Postal Ballot (including e - voting) in respect to the business as mentioned in the Notice.

Kindly take the above mentioned document on your record and acknowledge a receipt of the same.

Thanking you,

Yours faithfully,

For Choksi Imaging Limited

Rishi Dave
Company Secretary



Place: Mumbai

MUMBAI • NEW DELHI • KOLKATA • CHENNAI

LASER
X-Ray Films

HYUNDA
X-Ray Intensifying Screens

PROTEC
An ISO 9001:2000 Certified Company

ViewMax
Custom Made

M&D (TRON)
High Pressure Spectra



CHOKSI IMAGING LIMITED

CIN: L24294DN1992PLC005560

Registered Office. : Survey No.121, Plot No 10, Silvassa Industrial Est 66 Kva Road,
AmlI, Silvassa, Dadra & Nagar Haveli DN 396230

Tel: 0260-2642240/41. Website: www.choksiworld.com; E-Mail: imaging@choksiworld.com

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed as Special/ordinary Resolutions by the Members through postal ballot / electronic voting (e-voting).

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed along with your assent (FOR) or dissent (AGAINST), in the postage prepaid self-addressed business reply envelope so as to reach the Scrutinizer on or before 5:00 p.m. on June 30, 2021. Please note that any Postal Ballot Form received after the prescribed period will be treated as not having been received.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to vote through remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under section 'Voting through electronic means'.

The Board of Directors of the Company has appointed M/s. Nikita Pedhdiya & Associates, Practicing Company Secretary (Membership No: F7875 CP: 14295), as the Scrutinizer for conducting the postal ballot / e-voting process in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.

The Scrutinizer will submit its report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on or before 5.00 p.m. on July 2, 2021 and communicated on the same day to the Stock Exchange and shall also be displayed on the Company's website, www.choksiworld.com.

In the event, the Resolutions as set out below are assented by the requisite majority of the shareholders by means of e-voting or Postal Ballot it shall be deemed to have been passed as Special/Ordinary Resolutions at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS:

1. Alteration of Memorandum of Association the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Members of the Company be and is hereby accorded to substitute Clause II of the Memorandum of Association of Company in following manner:

II. The Registered office of the Company will be situated in the State of Maharashtra.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

2. Shifting Of Registered Office from the Union Territory of Dadra and Nagar Haveli to the State of Maharashtra.

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

"RESOLVED THAT pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013 and subject to approval of Regional Director/Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from Union Territory of Dadra and Nagar Haveli to the State of Maharashtra.

RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from Survey No. 121, Plot No. 10, Silvassa Indl. Co. Op. Soc. Ltd., Off. 66 KVA Road, Amlī, Silvassa -396230 to 4th Floor, C-wing, Classique Centre, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093."

RESOLVED FURTHER THAT Mr. Gaurav Choksi and/or Mr. Naimish Choksi, Whole time Director and/or Mr. Rishi Dave – Company Secretary of the Company be and are hereby severally authorized to take such steps and to do such acts and deeds and make such applications/affidavits as may deem necessary, desirable or expedient to give effect to this Resolution."

3. To sale Factory unit of the Company situated at Silvassa.

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Factory Unit situated at Silvassa, Dadra & Nagar Haveli, together with all specified tangible assets, including land, plant and machinery and other assets in relation to the Factory unit but excluding its brand name, on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s. Choksi Asia Private Limited for a consideration of Rs.5.25 Crores (Rupees Five Crore Twenty Five Lakh Only Crores) on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Factory Unit instead of Premises. as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

4. To approve the Related Party Transaction.

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**;

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to enter into transaction relating to sale of Factory Unit, in terms of the agreements as mentioned in detailed in the explanatory statement to the Notice , with M/s. Choksi Asia Private Limited, a related party being Mr. Samir Choksi is common Director.

“**RESOLVED FURTHER THAT** the Members of the Company do hereby approve, confirm and ratify as also accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

“**RESOLVED FURTHER THAT** the Members of the Company, do hereby also accord further approval to the Board of Directors of the Company, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Bank / any other person(s) so authorized by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to the aforesaid Resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in this regard be and are hereby approved, confirmed and ratified in all respects.

Registered office:

Survey No. 121. Plot No. 10, Silvassa Indl. Co. Op. Soc. Ltd.,
Off. 66 KVA Road, Amli, Silvassa -396230

By order of the Board of Directors

For Choksi Imaging Limited

Sd/-

Rishi Dave

Company Secretary

Place: Mumbai

Date: May 24, 2021

Notes:

- 1 An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
- 2 The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 21, 2021 and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date i.e. May 28, 2021.
- 3 The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed business reply envelope.
- 4 Members whose names appear on the Register of Members/ List of Beneficial Owners as on May 28, 2021 will be considered for the purpose of voting. Any person having no voting rights should treat this Notice as intimation only.
- 5 Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the postage prepaid self-addressed business reply envelope so as to reach the Scrutinizer not later than 5:00 p.m. on June 30, 2021. Any postal ballot received beyond the said date & time will not be valid.
- 6 In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send request for physical copy of the Postal Ballot form to the Company's Registrars and Transfer Agent viz., **Adroit Corporate Services Pvt. Ltd**, 18-20, Jafferbhoy Industrial Estate, Makhwana Rd, 400059, Marol, Andheri East, Mumbai, Maharashtra 400059 Ph: 022-42270400 email Id: info@adroitcorporate.com by mentioning their Folio / DP Id and Client Id No. The Registrar and Transfer Agent shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. The postage cost will be borne by the Company.
- 7 Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
- 8 M/s. Nikita Pedhdiya & Associates, Practicing Company Secretary (Membership No: F7875 CP:14295) has been appointed as Scrutinizer for conducting the postal ballot / remote e-voting process in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.
- 9 Documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 12 P.M. to 3 P.M.
- 10 Resolution passed by members with requisite majority through Postal Ballot and e-voting is deemed to have been passed at a general meeting of the members of the Company.
- 11 The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company in this regards, after the completion of the scrutiny of the postal ballots/ e-voting. The results of the postal ballot will be announced by the Chairman or any other authorized person of the Company on July 2, 2021 at Company's corporate office. In addition to the results being communicated to Stock Exchange, the results along with scrutinizer's report will also be placed on Company's website i.e. www.choksiworld.com. The results along with the scrutinizers report shall also be displayed on the Notice Board at the Company's registered office. If the proposed resolutions are assented by a requisite majority, it shall be deemed to have been duly passed on June 30, 2021 i.e. the last date of receiving postal ballot forms & e-voting.
- 12 Voting through electronic means.
In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 108, 110 and other applicable provisions of the Act, read with rules made thereunder, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has an agreement with Central Depository Service (India) Limited (CDSL) for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on June 1, 2021 at 9.00 a.m. and ends on June 30, 2021 at 5.00 a.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 28, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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 is given below:.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINKINTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<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 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.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>
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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 022- 23058738 and 22-23058542-43.
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.

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (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 <Choksi Imaging 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) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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@choksiworld.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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 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**.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Presently, the registered office of the Company is situated at Factory Unit at Silvassa. The Management of the Company has proposed the sale of factory Unit therefore the Company has decided to shift its registered office from the Union Territory of Dadra & Nagar Haveli to the State of Maharashtra.

After obtaining shareholders' approval, a petition is required to be made under Section 13(4) of the Companies Act, 2013, to the Central Government (Powers delegated to the Regional Director) for approval of the alteration of the Memorandum of Association of the Company pursuant to shifting of the registered office from the Union Territory of Dadra and Nagar Haveli to the State of Maharashtra."

The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any Member, employees or other associates of the Company in any manner whatsoever.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 1 except to the extent to their shareholding in the Company, if any.

Hence, the Board hereby recommend and seek approval of members by way of special resolution for Item No. 1 of the notice.

Item No. 2:

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the Union Territory of Dadra & Nagar Haveli.

It is proposed to relocate the Registered Office of the Company from Survey No. 121 ,Plot No. 10, Silvassa Indl. Co. Op. Soc. Ltd., Off. 66 KVA Road, Amlı, Silvassa -396230 to 4th Floor, C-wing, Classique Centre, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093. The shifting of Registered Office from Silvassa (Union Territory) to Maharashtra will enable the company consolidate its Business operations after sale of factory unit.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule made thereunder, shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association requires the approval of the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 2 except to the extent to their shareholding in the Company, if any.

Hence, the Board hereby recommend and seek approval of members by way of special resolution for Item No. 2 of the notice.

Item No. 3.

The Company has decided to discontinue the manufacturing activities at its factory situated at Survey No.121, Plot No 10, Silvassa Industrial Estate, 66 KVA Road, Amlı, Silvassa, Dadra & Nagar Haveli DN 396230 IN, from the end first quarter of 2021-2022. The Company has been incurring operational losses for the last one year and due to further upsurge in prices of raw material in international market and the drastic fall in demand for the products manufactured by the Company due to technology shift.

Several initiatives such as substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of the Factory did not improve. As the Factory is considered no longer viable and after considering various options, the Board decided that it is in best interest of the Company to sale the Factory unit to M/s. Choksi Asia Private Limited along with Plant & Machinery to get optimum value.

None of the Directors, except Mr. Samir Choksi or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Hence, the Board hereby recommend and seek approval of members by way of special resolution for Item No. 3 of the notice.

Item No. 4

This year, your Company took strategic steps of business restructuring and as part of that exercise, the Company has decided to shut down its manufacturing activities at Silvassa factory due operational losses for the last one year and due to further upsurge in prices of raw material in international market and the drastic fall in demand for the products manufactured by the Company due to technology shift, the Board decided to sell the same in the overall best interest of all the stakeholders, after considering various options.

Mr. Samir Choksi Director of M/s. Choksi Asia Private Limited has given proposal to purchase the Factory unit together with all specified tangible assets in relation to the Factory (excluding its brand name and the specific liabilities), in the Board meeting held on May 24, 2021 for a consideration of Rs.5.25 crores (Rupees Five Crore Twenty Five Lakh Only). The valuation report of Factory unit along with plant and machinery has been placed before Audit Committee meeting held on May 24, 2021. The net proceeds from the sale of the Factory will be utilized for working capital of the Company or general business purpose.

Since this transaction exceeding ten per cent of the last year's net worth of the Company, it is considered as material related party transaction as per Section 188 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force). The Company needs approval of shareholders by way of ordinary resolution.

The Board of Directors of the Company has approved the proposal to sell instead of transfer. the factory as above to M/s. Choksi Asia Private Limited, the Purchaser, on the terms and conditions as referred to in this Explanatory Statement.

All the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

The above transaction has been approved by the Audit Committee and Board of Directors. The provisions of Regulation 23 of SEBI Listing Regulations are not applicable to the Company.

Below mentioned are the details of the Agreements and Monetary value for said related party transaction;

Name of the related party and nature of Relationship	Nature, material terms and particulars of the contract or arrangement	Monetary Value
<p>M/s. Choksi Asia Private Limited</p> <p>Relation: Mr. Samir Choksi - Whole time Director of the Company is also Director in M/s. Choksi Asia Private Limited.</p>	<p>Mr. Samir Choksi has given proposal to purchase Factory Unit in the Board Meeting held on May 24, 2021.</p>	<p>Rs.5.25 Crore (Rupee Five Crore Twenty Five Lakh Only). Including Land & Building and Plant and Machinery.</p>
	<p>The quotation of Mr. Samir Choksi is competitive and in best interest of the Company and the Company will get optimum value to plant and machinery.</p>	
	<p>The Company will enter into formal sale agreement with M/s. Choksi Asia Private Limited after Resolution is passed by the Members of the Company with requisites majority.</p>	
	<p>Mr. Samir Choksi has resigned from post of Director of Choksi Imaging Limited w.e.f. August 31, 2021 to evade conflict of interest.</p>	

Registered office:

Survey No. 121 , Plot No. 10, Silvassa Indl. Co. Op. Soc. Ltd.,
Off. 66 KVA Road, AmlI, Silvassa -396230

By order of the Board of Directors

For Choksi Imaging Limited

Sd/-

Rishi Dave

Company Secretary

Place: Mumbai

Date: May 24, 2021



CHOKSI IMAGING LIMITED

CIN: L24294DN1992PLC005560

Registered Office. : Survey No.121, Plot No 10, Silvassa Industrial Est 66 Kva Road,
AmlI, Silvassa, Dadra & Nagar Haveli DN 396230

Tel: 0260-2642240/41, Website: www.choksiworld.com; E-Mail: imaging@choksiworld.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1	Name and Registered address of the sole/first name shareholder.	:	
2	Name(s) of joint holder(s) If any (In Block Letters)	:	
3	DP ID No. /Client ID No. **: Registered Folio No.*	:	
4	No. of Shares held	:	

I/We hereby exercise my/our vote in respect of the special/ordinary resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Item no.	Description	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of Memorandum of Association.			
2.	Shifting of Registered of office from Dadra & Nagar Haveli to Maharashtra.			
3	Approval for Sale of Factory.			
4	Approval of Related Party Transactions.			

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

(Electronic Voting Sequence Number)	User ID	* Default PAN

Only those Members who have not updated their PAN with the Company / Depository Participant shall be use "Default PAN" in the field PAN.

Note:

- Each equity shares of the company carries one vote.
- Kindly read the instructions printed overleaf carefully before exercising your vote.
- Last date for receipt of Postal Ballot Form by Scrutinizer is Wednesday, June 30, 2021 upto 5:00 p.m.

Note: Please read the instructions overleaf.

* Applicable to shareholder(s) holding shares in physical form.

** Applicable to shareholder(s) holding shares in dematerialised form.

INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/ her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - (a) if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
 - (b) if the Member's signature does not tally;
 - (c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - (d) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on June 30, 2021. If any Postal Ballot Form is received after the prescribed period, it will be treated as not having been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required, from Adroit Corporate Services Pvt. Ltd, 18-20, Jafferbhoy Industrial Estate, Makhwana Rd, 400059, Marol, Andheri East, Mumbai, Maharashtra 400059 Ph: 022 4227 0400 email Id: info@adroitcorporate.com. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. May 28, 2021.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.