



# CHOKSI IMAGING LIMITED

CIN: L24294MH1992PLC068852

Regd. Off.: D-10, Prasad Indl. Est., 2-66, Sativali, Vasai Kaman Rd., Vasai (E), Dist. Thane-401208. Tel: 0250-3251797

Email : imaging@choksiworld.com Website : www.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 Member(s),

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 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 19<sup>th</sup> February, 2018. 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 made thereunder, 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 Mr. Hitesh Gupta, Practicing Company Secretary (Membership No: 33684 CP: 12722), 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 his 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 21<sup>st</sup> February, 2018 and communicated on the same day to the Stock Exchange and shall also be displayed on the Company's website, www.choksiworld.com. and CDSL i.e. www.evotingindia.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 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 Union Territory of Dadra and Nagar Haveli.

**“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 State of Maharashtra to the Union Territory of Dadra and Nagar Haveli.

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 re-enactment(s) thereof, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from State of Maharashtra to Union Territory of Dadra and Nagar Haveli.

**RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from “D 10, Prasad Indl. Est., 2-66, Sativali, Vasai Kaman Rd., Vasai (E), Dist. Thane - 401208 to Plot No. 10, Silvassa Indl. Co. Op. Soc. Ltd., Off. 66 KVA Road, Amlı, Silvassa -396230.

**RESOLVED FURTHER THAT** Mr. Gaurav Choksi and/or Mr. Samir 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.”

**Registered office:**

D-10, Prasad Indl. Est., 2-66, Sativali,  
Vasai Kaman Rd., Vasai (E),  
Dist. Thane-401208

**By order of the Board of Directors**

For Choksi Imaging Limited

Sd/-  
**Rishi Dave**  
Company Secretary

Place: Mumbai

Date: 11<sup>th</sup> November, 2017**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 5<sup>th</sup> January, 2018 (cut-off date) 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 said cut-off date.
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 5<sup>th</sup> January, 2018 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 19<sup>th</sup> February, 2018. Any postal ballot received beyond the said date 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, 17-20, Jafferbhoy Industrial Estate, Makhwana Rd, 400059, Marol, Andheri East, Mumbai, Maharashtra 400059 Ph: 022 4227 0400 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. Mr. Hitesh Gupta, Practicing Company Secretary (Membership No: 33684 CP: 12722) 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 Corporate 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 on or before 21<sup>st</sup> February, 2018. The results of the postal ballot will be announced by the Chairman or any other authorized person of the Company on 21<sup>st</sup> February, 2018 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 19<sup>th</sup> February, 2018 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 21<sup>st</sup> January, 2018 at 9.00 a.m. and ends on 19<sup>th</sup> February, 2018 at 5.00 p.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 5<sup>th</sup> January, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / members.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot form indicated in the PAN Field.</li></ul>
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"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for 'Choksi Imaging Limited' on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the Mapp from the App Store and the Windows phone store respectively. Please follow the instructions as prompted by the Mobile app while voting on your mobile.**

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

### **Item No. 1:**

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 State of Maharashtra.

It is proposed to relocate the Registered Office of the Company to Plot No. 10, Silvassa Indl. Co. Op. Soc. Ltd., Off. 66 KVA Road, Amlī, Silvassa -396230 (Union Territory). The shifting of Registered Office from Maharashtra to Silvassa (Union Territory) will enable the company consolidate its Business operations along with the Manufacturing activities and run its business more economically and conveniently.

As such, alteration in Clause-II of the Memorandum of Association of the Company will also be required as to mention that registered office be situated in the Union Territory of Dadra and Nagar Haveli.

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 and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

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

**Item No. 2:**

The Company's manufacturing activities are situated at Silvassa, whereas the registered office is located at Vasai, Maharashtra. With the introduction of Goods & Service Act, the Company has decided to restructure its all India offices and warehouses. The Company is looking at scaling down / closing the Vasai office in due course of time. Further to make the overall Manufacturing & Distribution operations economical and more efficient it is necessary to consolidate the operations at one location in Silvasaa. Hence, in the overall interest of the Company, your directors recommend shifting of registered office to the Union Territory of Dadra and Nagar Haveli from 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 State of Maharashtra to the Union Territory of Dadra and Nagar Haveli.

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. 2 except to the extent to their shareholding in the Company, if any.

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

**Registered office:**

D-10, Prasad Indl. Est., 2-66, Sativali,  
Vasai Kaman Rd., Vasai (E),  
Dist. Thane - 401208

**By order of the Board of Directors**

For Choksi Imaging Limited

Sd/-  
**Rishi Dave**  
Company Secretary

Place: Mumbai

Date: 11<sup>th</sup> November, 2017



# CHOKSI IMAGING LIMITED

CIN: L24294MH1992PLC068852

Regd. Off.: D-10, Prasad Indl. Est., 2-66, Sativali, Vasai Kaman Rd., Vasai (E), Dist. Thane-401208. Tel: 0250-3251797

Email : imaging@choksiworld.com Website : www.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 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 (✓) mark at the appropriate box below:

Item No	Description	Section	Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of Memorandum of Association	4,13	Special			
2	Shifting of Registered office from Maharashtra to Dadra & Nagar Haveli	12,13,110	Special			

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 Monday, February 19, 2018 upto 5:00 p.m.

\* 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 February 19, 2018. 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, 17-20, 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. January 5, 2018.
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.