



# CHOKSI IMAGING LIMITED

**Regd. Off.:** 4<sup>th</sup> Floor, C-wing, Classique Centre, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093. INDIA. Tel.: 022-42287555 Email: [imaging@choksiworld.com](mailto:imaging@choksiworld.com)  
Website: [www.choksiworld.com](http://www.choksiworld.com) CIN: L24294MH1992PLC388063.

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November 24, 2022

**To,**

**Bombay Stock Exchange Limited**

Listing Department, P.J Towers, Dalal Street  
Fort, Mumbai – 400 001

**Ref: Code No.530427.**

**Sub: Submission of Postal Ballot Notice.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith, a copy of Postal Ballot Notice seeking approval of Members of the Company by way of Postal Ballot voting (only through E-Voting) for the businesses as set out in the Postal Ballot Notice dated October 11, 2022.

The Postal Ballot Notice is being sent by emails only to those shareholders who have registered their email addresses with the Company's Registrar and Share Transfer Agent or their respective Depository Participants as on cut-off date i.e. November 18, 2022.

The Company has engaged the services of CDSL for the purpose of providing E-Voting facility to all its Members. The remote e-voting will commence from Sunday, November 27, 2022 at 9.00 AM (IST) and end on Monday, December 26, 2022 at 5.00 PM (IST). The results of the postal ballot will be announced on or before Wednesday, December 28, 2022.

This is for your information and records.

Thanking you,

Yours faithfully,

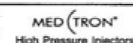
**For Choksi Imaging Limited**

**Rishi Dave**

**Company Secretary**

**Place:** Mumbai

MUMBAI • NEW DELHI • KOLKATA • CHENNAI





**CHOKSI IMAGING LIMITED**

CIN: L24294MH1992PLC388063.

**Regd. Off.:** 4<sup>th</sup> Floor, C-wing, Classique Centre, Mahal Industrial Estate,  
Off. Mahakali, Caves Road, Andheri (E) Mumbai-400 093. Tel.: 022-42287555  
Email: [imaging@choksiworld.com](mailto:imaging@choksiworld.com) Website: [www.choksiworld.com](http://www.choksiworld.com)

**NOTICE OF POSTAL BALLOT**

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Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

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Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 (collectively the '**MCA Circulars**'), to transact the resolutions as set out hereunder (special business) by way of postal ballot. (Only by way of Remote e-voting process ("e-voting")).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('**Notice**').

In compliance with the aforesaid MCA Circulars which has extended the relaxation to the Company for the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot hence Notice of Postal Ballot is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and the Company is not required to send physical copy of the Notice along with Postal Ballot Form and pre-paid

business reply envelope. The communication of the assent or dissent of the Members would only take place through the remote e voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depositories Services Limited ('**CDSL**'), for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mrs. Nikita Pedhdiya (FCS 7875, CoP.14295) of Nikita Pedhdiya & Associates, Practising Company Secretary, Mumbai, as the Scrutinizer for conducting the Postal Ballot through Remote e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Monday, December 26, 2022. The remote e-voting facility will be disabled by CDSL immediately thereafter.

## **SPECIAL BUSINESS**

### **1. To Approve the Material Related Party Transactions proposed to be entered with Sona Star Healthcare LLP.**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and the Company’s policy on Related Party transaction(s) and as per recommendation of Audit Committee of the Board of Directors, consent of the Members be and is hereby accorded to the Board to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Sona Star Healthcare LLP, a related party within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of Directors may deem fit and as per details given below, up to a maximum aggregate value of Rs.2 Crore for the period of one year from the date of approval of Members, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

<b>Name(s) of the related party</b>	Sona Star Healthcare LLP
<b>Nature of relationship</b>	Mr. Sunil Choksi is Designated Partner of Sona Star Healthcare LLP.
<b>Nature of transaction</b>	Slitting and Packing of Photo Sensitive Materials such as Thermal Film, Blue PET, Ink Jet Paper, Laser Paper, etc. and sell of packing material.
<b>Period of transaction</b>	1 Year from date of approval of Shareholders of the Company.
<b>Maximum amount of transactions</b>	Rs.2 Crore p.a. only
<b>Current contracted price</b>	The Company will charge Rs.18.75 per sq. mtr. for minimum guaranteed quantity of 40000 sq. mtr. p.m. Above 40000 sq. mtr., it would charge Rs.10 per sq. mtr. for difference quantity above 40000 sq. mtr. The packing material shall be sold at market price.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to delegate all or any of the powers conferred on it by or under this resolution to any Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including but not limited to negotiation, renegotiation, modification, ratification or to resolve and settle all questions, difficulties, doubts, that may arise with regard to aforesaid transactions and to finalize and execute all agreements, documents and writings as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**2. To Approve the Material Related Party Transactions proposed to be entered with Choksi Asia Private Limited.**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and the Company’s policy on Related Party transaction(s) and as per recommendation of Audit Committee of the Board of Directors, consent of the Members be and is hereby accorded to the Board to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions

taken together or series of transactions or otherwise) with Choksi Asia Private Limited, a related party within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of Directors may deem fit and as per details given below, up to a maximum aggregate value of Rs.2 Crore for the period of one year from the date of approval of Members, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

<b>Name(s) of the related party</b>	Choksi Asia Private Limited
<b>Nature of relationship</b>	Mr. Samir Choksi and Mr. Jay Choksi are Director of Choksi Asia Private Limited and Mr. Tushar Choksi – Brother of Samir Choksi is Director in the Company.
<b>Nature of transaction</b>	Slitting and Packing of Photo Sensitive Materials such as X Ray film, Thermal film, NDT film and PET film and sell of packing material.
<b>Period of transaction</b>	1 Year from date of approval of Shareholders of the Company.
<b>Maximum amount of transactions</b>	Rs.2 Crore p.a. only.
<b>Current contracted price</b>	The Company would charge Rs.20 per sq. mtr. for actual quantity.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to delegate all or any of the powers conferred on it by or under this resolution to any Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including but not limited to negotiation, renegotiation, modification, ratification or to resolve and settle all questions, difficulties, doubts, that may arise with regard to aforesaid transactions and to finalize and execute all agreements, documents and writings as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**3. To approve and ratify the Material Related Party Transactions being Job Work activity undertaken by the Company for Sona Star Healthcare LLP.**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013 and in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and as per recommendation of Audit Committee and Board of Directors

of the Company, consent of the Members be and is hereby accorded to the Board to confirm, ratify and approve the contract and/ or arrangements entered with Sona Star Healthcare LLP during the period August 2022 to September 2022.

<b>Sr. No.</b>	<b>Name of the Related Party</b>	<b>Transaction Value (Amount in Rs.)</b>	<b>Nature of Transaction</b>
1.	Sona Star Healthcare LLP	15,10,000	Sell of Service and Goods

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorized to negotiation, re-negotiation, modify, ratify, resolve and settle all questions, difficulties or doubts, in the interest of the Company, that may arise with regard to such transactions and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem.”

**4. To approve Sell /Lease of premises of the Company situated at Andheri East, Mumbai.**

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 / Lease /dispose off its Office Unit situated at 4<sup>th</sup> Floor, C-wing, Classique Centre, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (E) Mumbai-400093, together with all tangible assets in relation to the Office unit but excluding its brand name, on an “as is where is” basis or in any other manner in the interest of the Company but not below the market price and on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to delegate all or any of the powers conferred on it by or under this resolution to any Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including but not limited to negotiation, renegotiation, modification, ratification or to resolve and settle all questions, difficulties, doubts, that may arise with regard to aforesaid transaction and to finalize and execute all agreements, documents and writings as the Board / Committee in its absolute

discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**5. To approve Sell /Lease of premises of the Company situated at Abhirampuram, Chennai.**

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 /lease or dispose off its Chennai office Unit situated at B. R. Complex, 33, C. P. Ramasami Road, Abhirampuram, Chennai-600018, together with all specified tangible assets in relation to the Office unit but excluding its brand name, on an “as is where is” basis or in any other manner in the interest of the Company but not below the market price and on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to delegate all or any of the powers conferred on it by or under this resolution to any Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including but not limited to negotiation, renegotiation, modification, ratification or to resolve and settle all questions, difficulties, doubts, that may arise with regard to aforesaid transaction and to finalize and execute all agreements, documents and writings as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

Date: October 11, 2022

Place: Mumbai

**By order of the Board of Directors**

Sd/-

**Rishi Dave**

**Company Secretary**

Membership no. A36389

Registered Office:

4<sup>th</sup> Floor, C-wing, Classique Centre, Mahal Indl. Estate,

Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093.

CIN: L24294MH1992PLC388063

Email: [imaging@choksiworld.com](mailto:imaging@choksiworld.com) Website: [www.choksiworld.com](http://www.choksiworld.com)

Notes:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, November 18, 2022, ('Cut-off date') and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.choksiworld.com](http://www.choksiworld.com), websites of the Stock Exchange i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
6. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [compliance.officer@choksiworld.com](mailto:compliance.officer@choksiworld.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Voting period start date to end date.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 18, 2022 being the cut-off date fixed for the purpose.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. The Board of Directors has appointed Mrs. Nikita Pedhdiya (FCS 7875, CoP.14295) of Nikita Pedhdiya & Associates, Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Postal Ballot through Remote e-voting process in a fair and transparent manner.



10. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Wednesday, December 28, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
11. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Monday, December 26, 2022.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.choksiworld.com](http://www.choksiworld.com) and website of Bombay Stock Exchange [www.bseindia.com](http://www.bseindia.com) on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to [compliance.officer@choksiworld.com](mailto:compliance.officer@choksiworld.com) or query / grievance with respect to E-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.
15. **Voting Through Electronic Means:**
  - (i) The voting period begins on Sunday, November 27, 2022 at 9.00 a.m. (IST) and ends on Monday, December 26, 2022 at 5.00 p.m. (IST). 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 Friday, November 18, 2022 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.

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

- (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 for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the</li> </ol>

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>

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

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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.</li> </ul>

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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](http://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](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 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 by email [nikita.pedhdiya@gmail.com](mailto:nikita.pedhdiya@gmail.com) and to the Company at the email address viz; [compliance.officer@choksiworld.com](mailto: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/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 [compliance.officer@choksiworld.com](mailto:compliance.officer@choksiworld.com) or to [RNT@adroitcorporate.com](mailto:RNT@adroitcorporate.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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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

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

**Item no. 1**

The Company has its manufacturing unit at Silvassa factory, Dadra & Nagar Haveli. During the Financial Year 2022-23, the Company propose to enter into certain related party transaction(s) with Sona Star Healthcare LLP, a related party as per Section 2(76) of Companies Act, 2013 on agreed terms and conditions. The aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned in Section 188 of Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on October 11, 2022, reviewed and approved the said transaction(s), subject to approval of the Members.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 1 of this Notice.

The regulation 23 of SEBI Listing Regulations is not applicable to the Company.

## **Item no. 2**

In addition to details mentioned in Item No.1 above, the Company propose to enter into certain related party transaction(s) with Choksi Asia Private Limited, a related party as per Section 2(76) of Companies Act, 2013 on agreed terms and conditions. The aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned in Section 188 of Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on October 11, 2022, reviewed and approved the said transaction(s), subject to approval of the Members.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 2 of this Notice.

The regulation 23 of SEBI Listing Regulations is not applicable to the Company.

## **Item No. 3**

Your Company has entered into a transactions with Sona Star Healthcare LLP, as mentioned in the resolution no. 3, which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013.

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are exceeds threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015. It further provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), 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 aggregate value of transactions with Sona Star Healthcare LLP has exceeded aforesaid threshold limit hence Board of the Company has recommended ratification of said transactions.

**Item No. 4 & 5**

The Company presently engaged in the business of manufacturing and processing of X ray films.

The Board in its meeting held on October 11, 2022 had carried out a comprehensive review of the ongoing business operations of the Company and the financial crisis and challenges being faced by the management in running the business and the operations of the Company. The Board is of the opinion that the Company is in need of funds for working capital and to introduce new products to its portfolio hence the management of the Company has decided to look for options to Sell/transfer/ Lease/dispose off or best use of property situated at 4th Floor, C-wing, Classique Centre, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093 and B. R. Complex, 33, C. P. Ramasami Road, Abhirampuram, Chennai-600018.

The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval sell/ transfer/ lease or dispose off aforesaid property of the Company including tangible assets pertaining to said properties.

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution through postal ballot, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The resolution in point no. 4 and 5 in the accompanying notice is proposed to seek Members' approval through special resolution.

Date: October 11, 2022  
Place: Mumbai

**By order of the Board of Directors**

Sd/-

**Rishi Dave**

**Company Secretary**

Membership no. A36389

Registered Office:  
4<sup>th</sup> Floor, C-wing, Classique Centre, Mahal Indl. Estate,  
Off. Mahakali Caves Road, Andheri (E) Mumbai-400 093.

CIN: L24294MH1992PLC388063

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