



**CIN: L51109DL1980PLC010428**

**Registered Office : Z-20, First Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020**

**Email: [Secretarial@cilsd.in](mailto:Secretarial@cilsd.in)**

**Website: [www.cilsd.in](http://www.cilsd.in)**

**NOTICE**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of Members of CHOKHANI INTERNATIONAL LIMITED will be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 1, DSIDC Complex, Okhla Industrial Area, Phase-I, New Delhi -110 020 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint the Auditors and to fix their remuneration  
To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution:  
**"RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s B K Shroff & Co., Chartered Accountant, New Delhi (Firm Registration No- 302166E) be and is hereby re-appointed as the Auditor of the company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company, at such remuneration as shall be fixed by the Board of Directors of the company in mutual consultation with the Auditors."

**SPECIAL BUSINESS:**

**Ordinary Resolution:**

3. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**RESOLUTION FOR REGULARIZATION OF MR. ADITYA TULSHAN AS INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to provision of Sections 149, 152 and 161 read with rules made thereunder (including any statutory modifications and re-enactments thereof for the time being in force) and Schedule IV (Code for the Independent Directors) of the Companies Act, 2013 and clause 49 of the Listing Agreement, the consent of the Company be and is hereby accorded to regularize appointment of Mr. Aditya Tulshan (DIN 06797682)

as an Independent Director of the Company, who has given his declaration to act as an Independent Director, who is not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. Aditya Tulshan as Director, who shall hold the office upto 10<sup>th</sup> April, 2019 subject to approval of shareholders in the forthcoming Annual General Meeting at which his tenure as an Additional Director will expire."

4. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution :

**RESOLUTION FOR REGULARIZATION OF MRS. LAKSHMI DEVI CHOKHANI AS INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to provision of Section 149, 152 and 161 read with rules made thereunder (including any statutory modifications and re-enactments thereof for the time being in force) and Schedule IV (Code for the Independent Directors) of the Companies Act, 2013 and clause 49 of the Listing Agreement, the consent of the Company be and is hereby accorded to regularize appointment of Mrs. Lakshmi Devi Chokhani (DIN 01060489) as an Independent Director of the company, who has given her declaration to act as an Independent Director, who is not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mrs. Lakshmi Devi Chokhani as Director, who shall hold the office upto 10<sup>th</sup> of April, 2019 subject to approval of shareholders in the forthcoming Annual General Meeting at which his tenure as an Additional Director will expire."

5. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**APPOINTMENT OF MRS. REKHA SURESH GOENKA AS A NON- EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION**

**"RESOLVED THAT** Mrs. Rekha Suresh Goenka (DIN 07027109), who was appointed as an Additional Director of the Company with effect from 24<sup>th</sup> November, 2014 by the Board of Directors of the Company in pursuance of section 161 of the Companies Act, 2013, Clause 49 of Listing Agreement and any other applicable laws in force, the consent of the Company be and is hereby accorded for appointment of Mrs. Rekha Suresh Goenka as a Non Executive Woman Director of the Company, who is liable to retire by rotation."

**SPECIAL RESOLUTION :**

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

**AUTHORIZATION FOR RELATED PARTY TRANSACTIONS :**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any offence or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

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

**TO INCREASE IN BORROWING POWERS IN EXCESS OF PAID-UP CAPITAL AND FREE RESERVES**

"**RESOLVED THAT** pursuant to provisions of Section 180 (1)(c) & 180(2) of the Companies Act,

2013 (as applicable and as may be amended from time to time), and other applicable provisions, if any, of the Companies Act, 2013, the Board of the Directors be and is hereby authorized to borrow and avail for funding expansion and / or operational plans and meeting other funding requirements of the Company from time to time, the credit facilities and/or any sum or sums of money at its discretion either from the Company's Banks or any other Banks, financial institutions, NBFC's or any other entities or person(s) on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in aggregate Rs.100 Crores (Rupees one Hundred Crore), notwithstanding that the money to be borrowed together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business."

**FURTHER RESOLVED THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, for mortgaging and/ or charging all or any of the movable or immovable assets, both present and future of the Company for securing the loans to be availed together with the interest, costs, charges, expenses and any other money payable by the Company.

**FURTHER RESOLVED THAT** the mortgage/ charges created/ to be created and all agreements/ documents executed/ to be executed and all acts done in terms of the above Resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified.

**FURTHER RESOLVED THAT** Board of Directors of the Company or any Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as considered necessary or expedient and to delegate all or any of the powers vested in the Board to any Director(s) or Officer(s) of the Company as may be required to give effect to this Resolution."

**By the order of the Board of Directors  
For Chokhani International Limited**

Place : New Delhi  
Date : 13-08-2015

**Jagdish Prasad Chokhani**  
Managing Director  
DIN No. 00304040