

36th

Annual Report

2015 - 2016



CHOKHANI
INTERNATIONAL LIMITED

Board And Committee's of Chokhani International Limited

The Board of Directors

Jagdish Prasad Chokhani
Chairman and Managing Director

Aditya Tulshan
Independent Director

Lakshmi Devi Chokhani
Independent Director

Rekha Suresh Goenka
Woman Director

Executive Officers

Chellappa Srinivasan
Chief Financial Officer

Himanshi Zaira
Company Secretary

Bankers

Indian Bank

Auditors

M/s. B. K. Shroff & Company
Chartered Accountants,
3/7-B, Asaf Ali Road, Plot No. 4, 1st Floor,
New Delhi-110 002

Head Office & Registered Office

Chokhani House
Z-20, 1st Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110 020

Registrars & Share Transfer Agents

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, Near Dada Harsukh Das Mandir
New Delhi-110062

Board Committees

Audit Committee

Aditya Tulshan
Chairperson

Jagdish Prasad Chokhani
Member

Lakshmi Devi Chokhani
Member

Nomination and Remuneration Committee

Aditya Tulshan
Chairperson

Rekha Suresh Goenka
Member

Lakshmi Devi Chokhani
Member

Stakeholder's Relationship Committee

Aditya Tulshan
Chairperson

Jagdish Prasad Chokhani
Member

Lakshmi Devi Chokhani
Member

Operational Decision Making Committee

Jagdish Prasad Chokhani
Chairperson

Aditya Tulshan
Member

Lakshmi Devi Chokhani
Member



CIN: L51109DL1980PLC010428

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

Email: Secretarial@cilsd.in

Website: www.cilsd.in

Phone : 011-47105100

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of Members of CHOKHANI INTERNATIONAL LIMITED will be held on Friday, 30th day of September, 2016 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 31st March, 2016 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 thirty Nine 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."
3. To appoint a Director in place of Mrs. Rekha Suresh Goenka (DIN : 07027109) who retires by rotation and being eligible, offer herself for re- appointment.

For Chokhani International Limited

Place : New Delhi
Date : 11-08-2016

Himanshi Zaira
Company Secretary
Membership No. A43950

Notes:

1. Details of Directors seeking regularization (appointment)/ re-appointment at the Annual General Meeting of the Company to be held on 30th September, 2016 are provided in **(Annexure - 1)** of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

In pursuance of the provision of section 105 of the Companies Act 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However a single person may act as proxy and such person shall not act as proxy for another person or shareholder.

The instrument appointing the proxy **(Annexure A-2)** should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the AGM (on or before 11:00 a.m. on 28th September, 2016. Proxies submitted on behalf of Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting in pursuance to the provision of section 113 of Companies Act 2013 are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (LODR, 2015), the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 24th day of September, 2016 to Friday the 30th day of September, 2016 (Both days inclusive) for determining the names of members eligible for voting at the meeting.
6. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
7. Members holding shares in single name and



physical form are advised to make nomination in respect of their shareholding in the Company in pursuance of the provision of section 72 of the Companies Act, 2013. The Nomination Form

SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Corporate Affairs and Legal Department of the Company at its Office.

8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to the Company. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
9. Members/ Proxies should bring the attendance slips (**Annexure - A-1**) duly filled and signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.
10. Members seeking any information/document relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Annual General Meeting may write to the Company Secretary/Director at the Registered Office of the Company at least seven days in advance of the Meeting.
11. Members have facility for dematerializing equity shares of the Company with Central Depository Services (India) Ltd. The ISIN No. allotted to the Company is INE772F01015. Any member desirous of dematerializing his holding may do so through any Depository Participant.
12. Any person who becomes a member of the Company after the dispatch of Notice of the meeting and holding shares as on the cut-off date i.e. 23rd September, 2016 have the options to request for physical copy of the Ballot form by sending an email to Secretarial@cilsd.in by mentioning their Folio No./DP ID and Client ID No.. Ballot paper received after 29th September 2016 will be invalid.
13. Members may please note that all investor related communication may be addressed to the Registrar and Share Transfer Agent at the following address:

Beetal Financial & Computer services Pvt. Ltd.

Unit: Chokhani International Ltd.

Beetal house, 3rd Floor 99, MADANGIR, BEHIND LSC NEAR Dada Harsukhdas Mandir, New Delhi-110062

Tel no. 011-29961281-83

E-mail id: beetalrta@gmail.com

For effecting changes in address/bank details, members are requested to notify:

- (i) The R&T Agent of the Company, viz. Beetal Financial & Computer services Pvt. Ltd., if shares are held in physical form; and
- (ii) Their respective Depository Participant (DP), if shares are held in electronic form.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
15. The Company has appointed Mr. Sumit (Membership No- 34665), designated partner of Proficient Professional LLP to act as the Scrutinizer, to conduct and scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.

Voting through Electronic Means

16. Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means as on cut-off date i.e. 23rd September, 2016.

The e-voting period will commence from 27th of September, 2016 at 09:00 a.m. and will end at 5:00 p.m. on 29th of September, 2016. The e-voting module will be disabled thereafter. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately.

Once the vote on a resolution is cast by the



shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being, 23rd September, 2016.

17. As per the provisions of Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be placed on the Company's website www.cilisd.in

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instruction for receiving

E-voting are as under:-

In case of members receiving e-mail:

- Log on to the e - voting website www.evotingindia.com
- Click on "Shareholders" tab.

iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT" and Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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 existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

| | |
|---|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN implies issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/ Depository Participant requested to use the first two letters name and the last 8 digits of the sequence number in the PAN field. Sequence number is printed on address slip. In case the Sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then you enter RA00000100 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |



- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the CHOKHANI INTERNATIONAL LIMITED.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat Account Holder has forgotten the changed password then ENTER the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii Note for Non Individual Shareholders and Custodians :
- Non Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login compliance user should be created using the admin login and password. The compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
1. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.



2. Members holding shares in physical form are requested to forward all applications for transfers and all other shares-related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial & Computer Services Pvt. Ltd. (the RTA).

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and as per Rule 18 of the Companies (Management and Administration) Rules, 2014 allowed companies to send any notice/ document (including Annual Report) to its members via e-mail. To support this green initiative of the Government in letter and spirit, the Company has taken an initiative to collect e-mail addresses of all its members.

Members holding shares in physical form are requested to provide/ update their e-mail addresses to our RTA, Beetal Financial & Computer Services Private Limited (Registrar and Share Transfer Agent) and also to mail us at contact@cilsd.in. Company has already requested our Shareholder to provide the same by inland letter.

Note: Members holding shares in dematerialized form may kindly update their e-mail addresses with their respective Depository Participants (DP's) and Company at Contact@cilsd.in.

**ANNEXURE - 1****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of SEBI (LODR), 2015 and SS-2)

| | |
|---|--|
| Name of the Director | Mrs. Rekha Suresh Goenka |
| Director Identification Number | 07027109 |
| Date of joining the Board | 24/11/2014 |
| Profile of Director | Mrs. Rekha Suresh Goenka age 48, has been associated with the Company since long time. She has a very rich experience in general administrative duties of a company. |
| Expert in specific Functional Area | Good knowledge in dealing with matters related to administrative and marketing. |
| Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)* | 1. Chokhani Global Express Ltd. |
| Chairmanships/Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | Nil |
| No. of shares held in the Company | Nil |

* Directorship and Committee membership(s) in Chokhani International Limited is not included in the aforesaid disclosure. Also, alternate directorship(s), directorship(s) in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee membership(s) are excluded. Membership(s) and Chairmanship(s) of Audit committee and Stakeholder's Relationship Committee of only Public Companies have been included in the aforesaid table.

For Chokhani International Limited

Place : New Delhi
Date : 11-08-2016

Himanshi Zaira
Company Secretary
Membership No. A43950



CHOKHANI INTERNATIONAL LIMITED

ATTENDANCE SLIP

(Annexure A-1)

(THE ATTENDANCE SLIP DULY FILLED IN IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

CIN: L51109DL1980PLC010428

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

Email : Secretarial@cilsd.in

Website: www.cilsd.in Phone. : 011-47105100

| | | |
|------------------|---------------------|--|
| FOR DEMAT SHARES | FOR PHYSICAL SHARES | |
| DP ID* | REGD. FOLIO NO. | |
| CLIENT ID* | NO. OF SHARES HELD | |

Full name of the member _____

Address _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 36th Annual General Meeting of the Company on Friday, the 30th day of September, 2016 at 11:00 AM at "1, DSIDC Complex, Okhla. Industrial Area, Phase-I, New Delhi-110 020.

*Applicable for Members holding shares in dematerialized form.

Signature of Member/Proxy

PROXY FORM

Annexure A-2

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Form MGT-11

CIN: L51109DL1980PLC010428

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

Email : Secretarial@cilsd.in

Website: www.cilsd.in Phone. : 011-47105100

| |
|--------------------------|
| Name of the Member (s) : |
| Registered Address : |
| E-mail ID : |
| Folio No./ Client ID : |
| DP ID : |

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name: Address:

E-mail ID: Signature:..... or failing him

2. Name: Address:

E-mail ID: Signature:..... or failing him

3. Name: Address:

E-mail ID: Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting / Extraordinary General Meeting of the Company, to be held at "1, DSIDC Complex, Okhla. Industrial Area, Phase-I, New Delhi-110 020 on Friday, the 30th Day of September, 2016 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:



| Resolution No. | Resolution | Optional | |
|----------------|---|----------|---------|
| | | For | Against |
| | Ordinary Business | | |
| 1 | To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon. | | |
| 2 | To Consider and approve the Re -appointment of Auditors of the company and fix their remuneration. | | |
| 3 | Appointment of a Director in place of Mrs. Rekha Suresh Goenka (DIN : 07027109) who retire by rotation and being eligible, offers herself for re- appointment | | |

Signed this..... day of..... 2016

Signature of Shareholder..... Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp