



CHOICE INTERNATIONAL LIMITED
(CIN No: L67190MH1993PLC071117)

Registered Office: Choice House, Shree Shakambhari Corporate Park,
Plot No: 156-158, J.B. Nagar, Andheri (East), Mumbai - 400099
Telephone No: 022-6707 9999; Fax No: 022- 67079959
Website: www.choiceindia.com; E-mail Id: info@choiceindia.com

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the following Special Resolution is to be passed by the Members of the Company through Physical Postal Ballot/ electronic voting (e- voting).

The statement under section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reason for the Resolution, is also appended herewith.

The Board of Directors of the Company has appointed Mr. Manoj Mimani partner of R M Mimani & Associates LLP, Company Secretaries, having (CP No. 11601), as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner.

Members have the option to vote either by means of 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 Notice and Postal Ballot Form and return the duly completed Postal Ballot Form, so as to reach the Scrutinizer on or before March 30, 2018 before 5:00 P.M. (IST) which is last date for receipt of completed Postal Ballot Form(s). Postal Ballot Form(s) received after the said time and date will be considered invalid. Members desiring to opt for e – voting as per the facility arranged by the Company are requested to carefully read the instructions in the notes under the section “instruction for E – Voting. The Company has engaged Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility.

The Scrutinizer will submit his report to the Managing Director of the Company or any other person authorised by him, after taking in to consideration votes cast through Physical Postal Ballot and e- voting. Based on Scrutinizer’s Report, the result of the voting will be announced on April 02, 2018 at the Registered Office of the Company and will be communicated to the stock exchanges. The result alongwith Scrutinizer’s Report will be placed on the website of the Company at www.choiceindia.com and on the website of CDSL at www.evotingindia.com.

SPECIAL BUSINESS

ITEM 1:

To consider and, if thought fit, to give assent or dissent to the following resolution to be passed as a special resolution:

CLOSURE OF NBFC BUSINESS OF THE COMPANY

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including statutory modifications (s) or re- enactment(s) thereof, for time being in force), the provisions of Memorandum and Articles of Associations of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, consents, permissions and sanctions as may be necessary , including but not limited to, from the Reserve Bank of India and/ or such other statutory and regulatory authorities as may be necessary and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications , if any, as may be agreed to by the Board of Directors of the Company (“Board”) , consent of the Members of the Company be and is hereby accorded to Close down the **NBFC Business** of the Company and thus surrender the NBFC License.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may , in its absolute discretion , deem fit, necessary , proper or desirable, including finalizing , varying and settling the terms and conditions of the closure of the NBFC Business of the Company’s and to finalize, execute, deliver and perform such agreements, contracts, deeds, undertakings, and other documents, file applications, and make representations in respect thereof and seek the requisite approvals, consents, permissions and sanctions as may be applicable, including but not limited to from the Reserve Bank of India and/or such other statutory and regulatory authorities as may be necessary, suitably inform and apply to all the concerned authorities, institutions or bodies, and/or to represent the Company before the said authorities, institutions or bodies and to sign and submit such applications, letters, forms, returns, deeds, documents and to settle any question, difficulty, doubt that may arise, if any with regards to the closure, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director (s), or to any committee of Directors or any other officer(s)/ Authorized Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

By Order of the Board of Directors
For Choice International Limited

Place: Mumbai
Date: February 12, 2018

Sd/-
(Karishma shah)
Company Secretary & Compliance Officer

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the items of the proposed special business is annexed hereto along with the Postal Ballot Form for your consideration.
2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility to the Members, to enable them to cast their votes electronically and has engaged services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. The instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, 23rd February, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the Email addresses registered with their Depository Participants or with the Company's Registrar and Transfer Agent (in case of electronic shareholding). Members who have not registered their e- mail IDs will receive Notice of Postal Ballot along with physical form through permitted means.
4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to the Company at info@choiceindia.com. The Registrar and Share Transfer Agent/Company shall forward the same along with the postage-prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form would also be made available on the website of the Company at www.choiceindia.com.
5. Members whose name appear on the Register of Members /Beneficial Owners maintained by the Depositories as on cut-off date i.e. February 23, 2018 will only be considered for the purpose of voting.
6. Members can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot will be treated as invalid.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. February 23, 2018.
8. The e-voting period commences at 9:00 A.M. (IST) on Thursday, March 01, 2018 and ends at 5:00 P.M. (IST) on Friday, March 30, 2018. The e-voting module shall be disabled beyond said time and date.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, to the Scrutinizer, so that it reaches the Scrutinizer on or before March 30, 2018, before 5:00P.M. (IST). The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered or speed post at the expense of the Members will also be accepted. Postal Ballot Form(s) received after said time and date shall be deemed invalid.

10. Corporate/Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
11. The Scrutinizer will submit his report to the Managing Director of the Company or any other person authorised by him, after taking into consideration votes cast through Postal Ballot Form and e-voting. Based on Scrutinizer's Report, the result of the voting will be announced on Monday, 2nd April, 2018 at the Registered Office of the Company and will be communicated to the stock exchanges. The result along with Scrutinizer's Report will be placed on the website of the Company at www.choiceindia.com and on the website of CDSL at www.evotingindia.com and shall also be displayed on the Notice Board of the Company.
12. In accordance with provisions of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Form(s) or e-voting i.e. Friday, March 30, 2018.
13. All the material documents referred to in the statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the notice until the last date for receipt of votes by physical Postal Ballot/e-voting.
14. In the event of any grievance relating to e-voting, the Members/Beneficial Owners may contact the following: Mr. Rakesh Dalvi, Deputy Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013, E-mail: helpdesk.evoting@cdslindia.com, Helpdesk: 1800225533

INSTRUCTIONS FOR E-VOTING

The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. The detailed process, instructions and manner for availing e-voting facility are provided herein below:-

- (i) The e-voting period commences at 9:00 A.M. (IST) on Thursday, March 01, 2018 and ends at 5:00 P.M. (IST) on Friday, March 30, 2018. During this period Members of the Company holding shares either in Physical Form or in Demat Form, as on the cut-off date i.e. Friday, February 23, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL after aforesaid period.
- (ii) The Members should log on to the e-voting website at www.evotingindia.com
- (iii) Click on "Shareholders/Members" tab to cast your votes.
- (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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both i.e. for Members holding shares in Demat Form and Physical Form)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letter of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Company/Depository Participant, please enter the DP ID and Client ID/Folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in Physical Form will then reach directly to 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 resolution(s) 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 resolution(s) contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number ("EVSN") of "**CHOICE INTERNATIONAL 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(s) 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", and 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 print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app 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 Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate(s).
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (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 under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT STATING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

CLOSURE OF NBFC BUSINESS - SURRENDER OF NBFC LICENSE & RESUMING THE NBFC BUSINESS THROUGH OUR WHOLLY OWNED SUBSIDIARY M/s. CHOICE FINSERV PRIVATE LIMITED OR "CFPL"

We at "Choice International Limited" or "Choice" conduct our various activities such as Equity Broking, Commodity Broking, Capital Advisory, Corporate Services, Consultancy, IT Solutions, Retail Financial Solutions, and Wealth Management through our various subsidiaries. On the same lines in 2016 the Company had incorporated "CFPL" as the Wholly Owned Subsidiary with the object to carry on the group's "NBFC" Business.

On the 12th day of January 2018, the Company "CFPL" was granted the Certificate of Registration as a Non-Deposit Taking NBFC by "Reserve Bank of India" or "RBI". In terms of the condition of the license granted to CFPL, the company has to surrender its license and close down its NBFC activities.

Further, the Company intends to increase its Volume of NBFC Business. To leverage the utilities of doing the business with ease & to further capture the market benefits it is hereby proposed to conduct the Business by routing it through our wholly owned subsidiary thus increasing the Market Valuation of the group "Choice".

In line with the policy of the company to carry the various business activities through wholly owned subsidiary companies and to comply with the condition laid down by the Reserve Bank of India, as above, it is proposed to close the NBFC business of the Company and to surrender the license.

Post Closure of the NBFC Business, Choice International Limited shall stand as a "Listed Holding Company" for all its 12 wholly owned Subsidiaries.

As a prudent corporate governance practice, Board is of the view that the approval of members is to be sought by way of special resolution to close down the business and to surrender its NBCF License.

The Board of Directors is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, recommends the Special Resolution for approval of the Members.

None of the Directors and Key Managerial Personnel(s) of the Company may be deemed to be concerned or interested in the above resolution, except to the extent of their shareholding, if any in the Company.

By Order of the Board of Directors
For Choice International Limited

Place: Mumbai
Date: February 12, 2018

Sd/-
(Karishma shah)
Company Secretary & Compliance Officer

Encl:- 1. Postal Ballot Form



CHOICE INTERNATIONAL LIMITED
(CIN No: L67190MH1993PLC071117)

Registered Office: Choice House, Shree Shakambhari Corporate Park,
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 Website: www.choiceindia.com; E-mail Id: info@choiceindia.com

POSTAL BALLOT FORM

1.	Name and Registered address of the Sole/First Named Shareholder (In Block Letters)	
2.	Name of Joint Holders, if any (In Block Letters)	
3.	Registered Folio No./*DP ID/Client ID (*Applicable for investors holding shares in Dematerialised form)	
4.	No of shares held	

I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 12th February, 2018, by conveying my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (v) mark at the appropriate box below:

DESCRIPTION OF THE SPECIAL RESOLUTION	NO. OF SHARES	I/WE ASSENT TO THE RESOLUTION (FOR)	I/ WE DISSENT TO THE RESOLUTION (AGAINST)
CLOSURE OF NBFC BUSINESS OF THE COMPANY & RESUMING THE NBFC ACTIVITIES THROUGH OUR WHOLLY OWNED SUBSIDIARY “ CHOICE FINSERV PRIVATE LIMITED ”			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING (E-VOTING) PARTICULARS

The e-voting facility is available at the link www.evotingindia.com. The electronic voting particulars are set out as follows:

EVSN (Electronic Voting Sequence Number)	*Default PAN

*Only Members who have not updated their PAN with the Company/Depository Participant shall use default PAN printed above

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the "Instructions for Voting" given in the Postal Ballot Notice.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 A.M. (IST) on Thursday, 1st March, 2018	Up to 5:00 P.M. (IST) on Friday, 30th March, 2018

The voting will not be allowed beyond 5:00 P.M. (IST) on Friday, 30th March, 2018 and the e-voting shall be disabled by Central Depository Services (India) Limited upon expiry of the aforesaid time and date.

INSTRUCTIONS

1. A Members can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot will be treated as invalid.
2. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage-prepaid Envelope properly sealed. However, envelopes containing Postal Ballots, if sent by courier or by registered or speed post at the expense of the Members will also be accepted.
3. The postage-prepaid self-addressed Business Reply Envelope to be addressed to the Scrutinizer at the below mentioned addressed :

The Scrutinizer
R M Mimani & Associates LLP (Company Secretaries)
Office No. B – 1, Laxmi Narayan Complex,
Next to Vijaya Bank,
Jesal Park, Bhayander(East),
Thane- 401105

4. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. Incomplete or unsigned Postal Ballot Form will be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Friday, 30th March, 2018, 5:00 P.M. (IST) .Postal Ballot Forms received after this said time and date will be strictly treated as if the reply from the Member has not been received.
7. The Consent must be accorded by recording the assent in the Column “FOR” and dissent in the Column “AGAINST” by placing a tick mark (v) in the appropriate column.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date i.e. Friday, 23th February, 2018.
9. Corporate/Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed postage Envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Member may request duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified above.
12. The Scrutinizer’s decision on the validity of the Postal Ballot will be final.