



**AAP KIIYE KAMYABI KI TAYAARI,
BAAKI HAMARI ZIMMEDARI**



Nurturing Financial Excellence

At Choice, we are always on the lookout for the NEXT. Technology leads the way for us as we make businesses financially robust, scalable and agile in a hyper-competitive world. 26 years on, we are constantly pushing the boundaries of possibilities and building a multifaceted tech-focused financial services conglomerate.

Broking - Mutual Funds - Wealth Management - Portfolio Management Services - Technology - & everything in between, CHOICE strives to steadfastly remain true to its namesake.

We, as an Organization relentlessly pursues opportunities which add value to the entrepreneurial journey of Individuals while generating innovative ideas that facilitate multiple facets of businesses

This is signified with our Annual Report theme!

ANNUAL REPORT

2019



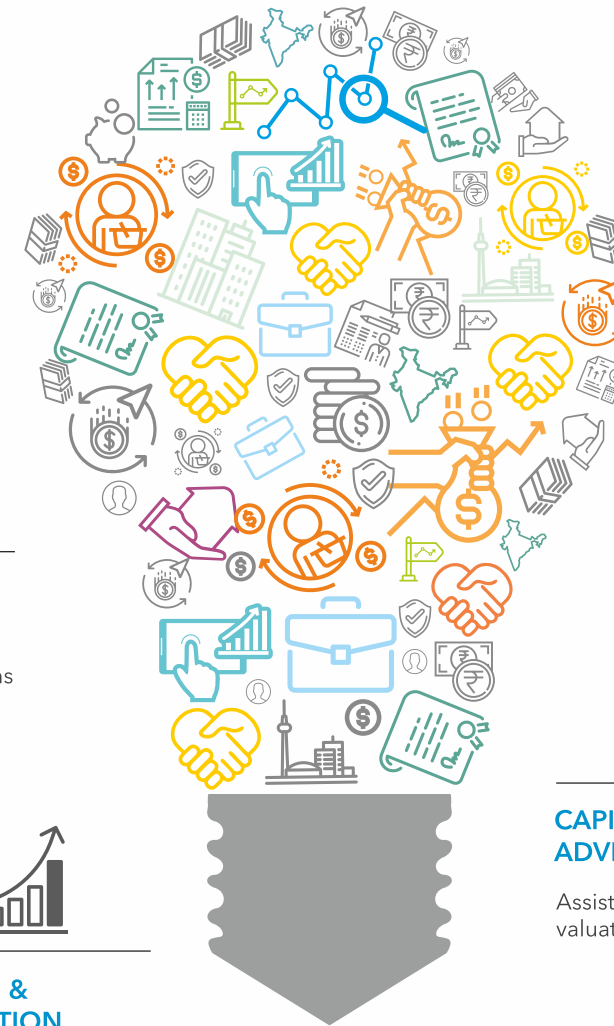
GOVERNMENT ADVISORY

Building integral solutions
for creating tomorrow's
milestones.



BROKING & DISTRIBUTION

One stop financial hub
for all your investment requirement



MANAGEMENT CONSULTING

Helping companies to navigate in
turbulent business environment.



CAPITAL ADVISORY

Assisting in fund raising,
valuations and strategic planning

CREATING NEW BENCHMARKS IN SERVICE DELIVERY

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Welcome to
ANNUAL REPORT
2019





Mr. Kamal Poddar
MANAGING DIRECTOR

LETTER FROM MANAGING DIRECTOR

Dear Stake Holders,

Before I put forward my views for the Year passed by, I take this opportunity to thank all our stakeholders for their faith rested in our Company and hereby further appeal for their continued support in our voyage with the vision of being “सर्वश्रेष्ठ”

As far as numbers are concerned to measure the Profitability, the Financial Year 2018-19 did not lure to the expectations, on account of various factors including the Capital Market conditions & the various reformatory policies stipulated by the statutory authorities affecting the operations of various segments of the Company at the consolidated level, however your company managed to rheostat the situation and en routed the best tactics of adopting the dynamics of the situation.

Though the fortune did not play well for the company in terms of Numbers, i am gratified to share the efforts taken by the Company in enhancing digitalisation in its operations. The Company has come out with a unique way of doing its business through its application “Choice Connect”, where all the services provided by the Company is just a click away. The ease & benefits of doing the business through the “Choice Connect” app is further detailed in the Management Discussion & Analysis Report.

In utmost support of the vision of our Honourable Prime Minister on Digital India, our attempt of crafting new Business module of doing the Business for our Equity Broking & Wealth segment through our applications “Jiffy” & “Investica” has truly turned out to be fruitful in the best interest of the Company. The applications have done wonders over a period of time. There are around 3.8 lakhs download of our applications within a span of short time.

The Services provided by your Company is comprehensively detailed in the Management discussion and Analysis Report. The core business activities of the group includes Broking & Distribution, NBFC Lending Mutual Fund Distribution, Portfolio Management Services, Merchant Banking, Debt Syndication, Management Consultancy including Government Consultancy, Retail Loans, IT Solutions.

The struggle is to become India's Number one Financial Hub, providing an array of Financial Services under one ridge. On the path of creating value for our clients equal attention is given to the practises adopted to achieve the targets without compromising on the moral values.

As mentioned above, I hereby request all our stakeholders to bestow their support.

I hereby thank all our clients, for their association with the Company and giving us the opportunity to stand by our words:

**AAP KJIYE KAMYABI KI TAYAARI,
BAAKI HAMARI ZIMMEDARI**

With best wishes,
Thanking You,

KAMAL PODDAR
Managing Director
DIN No: 01518700

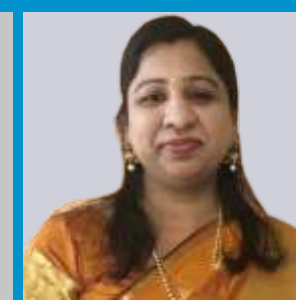




BOARD OF DIRECTORS



CA Ajay Kejriwal
Executive Director



Mrs. Hemlata Poddar
Non - Executive Director



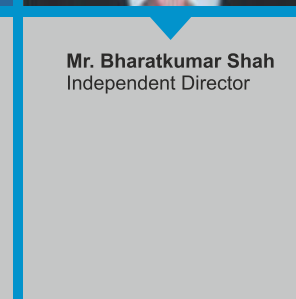
Mr. Kanhaiyalal Berwal
Independent Director



Mr. Debkumar Goswami
Independent Director



Mr. Ashok Kumar Thakur
Independent Director



Mr. Bharatkumar Shah
Independent Director

“

While innovation influxes a CHANGE
in the system, It's the leadership that
distinguishes you from being a ME TOO
& become सर्वश्रेष्ठ

CA KAMAL PODDAR
Managing Director

Corporate Information

Corporate Information



CS Karishma Shah
Company Secretary



CA Manoj Singhania
Chief Financial Officer



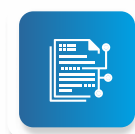
Corporate Information

BANKERS

Axis | P N B | ICICI | HDFC | Indusind

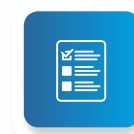
SUBSIDIARY COMPANY

- Choice Equity Broking Private Limited
- Choice Capital Advisors Private Limited
- Choice Consultancy Services Private Limited
- Choice Wealth Management Private Limited
- Choice Portfolio Management Services Private Limited
- Choice Corporate Services Private Limited
- Choice Finserv Private Limited
- Choice Retail Solutions Private Limited
- Choice Tech Lab Solutions Private Limited



REGISTER AND SHARE TRANSFER AGENT

Sharex Dynamics (India) Private Limited
Unit No -1, Luthara Industrial Premises, Andheri Kurla Road Safed Pool, Andheri (e), Mumbai - 400072
Phone : 022-28515606 / 5644
Website : www.sharexindia.com



REGISTERED OFFICE

CHOICE HOUSE
Shree Shakambhari Corporate Park, J. B. Nagar, Andheri (east), Mumbai - 400099
Phone No.: +91-022- 6707-9999
Fax No.: +91-022-6707-9898
Email : info@choiceindia.com
Website : www.choiceindia.com



STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells LLP,
Chartered Accountants
Mumbai

SECRETARIAL AUDITORS

M/s. R.M.Mimani & Associates LLP



Board Report

Director's Report



Your Director's are Pleased to present the 26th Annual Report of "the Company" or M/s. Choice International Limited" on the Business & Operations of the Company together with the Audited Financial Statements for the year ended March 31, 2019.

The Consolidated Performance of the Company and its Subsidiaries has been referred to wherever required.

CORPORATE OVERVIEW:

The Company was incorporated in the year March 1993 thereafter the group "**CHOICE**" has evolved as on date as one of the biggest "**Financial Hub**" in the country providing an gamut of Financial Services under one ridge with the only agenda to **create wealth for its Clients** by providing best solutions to once's Financial needs.

On transfer of the Company's entire NBFC Business to its subsidiary M/s. Choice Finserv Private Limited by Postal Ballot Resolution passed by the Members of the Company approving the said Transfer vide Postal Ballot Notice dated February 12, 2018, the Company on complete execution of the said transfer has surrender its NBFC License to the

"Reserve Bank of India" vide its Letter dated August 20, 2018.

On Cancellation of the Company's its NBFC License, by the "Reserve Bank of India" the Company shall only stand as a Listed Holding Company to its Subsidiaries. As on the date of the report the Company is still construed as having an "NBFC Status" until its NBFC Registration is cancelled by the "Reserve Bank of India".

As on March 31, 2019 & the date of the Report, the Company has 10 Subsidiaries catering in to Different type of Financial Product & other services the details of which are incorporated in the Report.

FINANCIAL RESULTS:

The Company's Financial Performance both on Standalone & Consolidated basis for the Financial Year ended March 31, 2019 is summarised below:

(` in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended 31.03.19	Year ended 31.03.18	Year ended 31.03.19	Year ended 31.03.18
Revenue from Operations	1,277.05	2,264.03	12,705.89	14,292.82
Other Income	19.99	18.44	435.02	895.17
Total Income	1,297.04	2,282.47	13,140.91	15,187.99
Less : Expenses				
a) Purchase	-	-	2,704.00	3083.06
b) Change in Inventories	-	16.66	(748.65)	(833.85)
c) Operating Expenses	-	-	2,182.56	2,977.28
d) Employee benefit expenses	118.22	300.19	4,364.14	4,015.99
e) Finance Cost	563.80	988.59	2,031.81	2,056.07
f) Depreciation & Amortisation Expenses	77.80	78.28	358.36	277.03
g) Other Expenses	357.61	597.88	1,796.56	2,036.64
Total Expenses	1,117.42	1,981.59	12,688.78	13,612.23
Profit before Tax & Exceptional Items	179.61	300.88	452.13	1,575.77
Net Profit before Tax	179.62	300.88	452.13	1,575.77
Net Profit After Tax	160.64	230.13	333.19	1,203.38
Share of Profit from Associate	-	-	(12.12)	21.01
Loss on Sale of Associate	-	-	279.05	-
Net Profit after Taxes and Share of Profit from Associates	160.64	230.13	42.02	1224.39
Paid Up Equity Share Capital	2000.48	2000.48	2000.482	2000.48
Reserves excluding Revaluation Reserves	7700	7539.36	10489.72	10447.70
Earing Per Share				
Basic	0.80	1.25	0.21	6.54
Diluted	0.80	1.15	0.21	6.02



DIVIDEND

Your Director's do not recommend any Dividend for the year ended March 31, 2019 in order to conserve the Resources of the Company.

TRANSFER TO RESERVE

The Board of Directors has transferred Rs.39,54,000/- to statutory reserve account out of the Profit & Loss account in the year 2018-19.

SHARE CAPITAL

The Paid up Equity Share Capital of the Company as on March 31, 2019 stood at Rs. 2000.48 Lakhs. During the year under review the Company has not issued any further Share or Convertible securities or shares with differential voting rights nor has granted any stock options or Sweat Equity Shares or Warrants. As on March 31, 2019 none of the Directors of the Company hold instruments convertible in to Equity Shares of the Company.

DEBENTURES

During the Year the Company has redeemed 310 Secured Redeemable, Unrated, Unlisted, Market Linked, Non - Convertible Debentures, as on March 31, 2019 there are no outstanding Debentures to be redeemed by the Company. The Company has duly paid the Principal amount along with interest to the Debenture Holder, except Payment for Seven Debentures of Face Value of Rs. 100,000/- each bearing interest of 57 % on redemption to one of the Debenture Holder who has passed away & the Company is in process of transferring the Funds to the Legal Claimants of the deceased holder on due verification.

PUBLIC DEPOSIT

Your Company being in Possession of its "NBFC" status as on March 31, 2019 has not accepted any Public Deposit During the Year under review.

INVESTOR EDUCATION & PROTECTION FUND

In accordance with the applicable provisions of Companies Act, 2013 read with Investor Education and protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF ,after completion of seven (7) Years . Further according to IEPF Rules the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF authority. The details relating to amount of dividend transferred to the IEPF and corresponding shares on which dividend s were unclaimed for seven (7) consecutive years, are provided in the General Shareholders Information section of this Annual Report.

FINANCIAL ACCOUNTING

As mandated by the Ministry of Corporate Affairs, the Financial Statements for the Year ended on March 31, 2019 has been prepared in accordance with Provisions of the Sec 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, Profit and cash flow for the Year ended March 31, 2019.

REVIEW OF SUBSIDIARIES ASSOCIATES & JOINT VENTURES

Financial Performance:

Pursuant to Section 129 (3) of the Companies Act, 2013 the Consolidated Financial Statements of the Company and its

subsidiaries , associates and Joint Ventures , prepared in accordance with the relevant Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, forms a Part of the Annual Report.

Pursuant to the provisions of the said section, a statement containing the salient features of the financial statements of the Company's subsidiaries, Joint Ventures & Associates in Form AOC -1 is given in the Annual Report.

In accordance with Section 136 of the Companies Act, 2013 the Financial Statements of the Subsidiary Companies are available for inspection by the Members at the Registered Office of the Company during Business Hours on all days except Saturdays , Sundays and Public Holidays up to the date of the Annual General Meeting " AGM". Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Registered Office of the Company.

The Financial Statements including the Consolidated Financial Statements, Separate Audited Financial statements along with other relevant documents required to be attached to this report have been uploaded on the website of the Company www.choiceindia.com

The Company has revised the Policy for determining material subsidiaries in terms of Regulation 16(1)(C) of the Listing Regulations, as amended from time to time. The approved policy may be accessed on the Company's website under the tab "Corporate Governance" at www.choiceindia.com

The detail of Material Changes in the Operations/ Nature of the business of the Subsidiaries during the Financial Year 2018-19 have been highlighted down below. The impact of such changes, if any has been adequately disclosed in the Financial Statements. As on March 31, 2019 the Company has 10 Subsidiaries in its league each catering diverse Financial & Other Services forming vital component of group "Choice".

Details of Services Offered by the Subsidiaries:

1) M/s. Choice Equity Broking Private Limited - Material Wholly Owned Subsidiary

The Equity & Commodity Broking Business along with Distribution Business is routed through our Wholly Owned Subsidiary M/s. Choice Equity Broking Private Limited or "Choice Broking". "Choice Broking" is a Member of NSE, BSE, MSEI, ICEX, NCDEX, MCX and a Depository Participant with CDSL & NSDL.

During the year under review, M/s. Choice Merchandise Broking Private Limited the wholly owned subsidiary of the Company M/s. Choice International Limited was Merged in to M/s. Choice Equity Broking Private Limited pursuant to National Company Law Tribunal" order dated September 06, 2018. Post-Merger the Commodity Broking Business is carried out in the name of M/s. Choice Equity Broking Private Limited.

During the Year M/s. Choice Equity Broking Private Limited has acquired Broking Business of South based Company M/s. Inditrade Capital Limited a well-known financial service provider focusing on Micro Finance, having their registered office in Kerala., the acquisition of Broking Business of M/s. Indi Trade Capital Limited brought over 1.5 Lakhs Client base to M/s. Choice Equity Broking Private Limited along with its robust network of 27 branches and 440 Franchises & Business Associates along with 313 employees.

Further during the year under review, the Company M/s. Choice Equity Broking Private Limited has acquired the Depository Participant Business of Pune based "NG Rath Group" , the said acquisition has brought in 6,000 Client to "Choice Broking".

2) M/s. Choice Finserv Private Limited - Subsidiary

M/s. Choice Finserv Private Limited (Choice Finserv) is now the

"NBFC" arm of the group, the Company "Choice Finserv" had secured its Registration as an " Non- Deposit Taking Non- Banking Financial Company" with effect from January 12, 2018. On grant of license to the subsidiary , M/s. Choice International Limited have transferred its entire NBFC Business to its subsidiary" Choice Finserv" pursuant to approval of the said transfer of Business by the Shareholders of the Company vide Postal Ballot Notice dated February 12, 2018 with effective from March 30, 2018.

During the Year under review, 22.60 % stake of the Company "Choice Finserv" has been transferred to M/s. Choice Equity Broking Private Limited.

The said transfer of Stake of "Choice Finserv" to M/s. Choice Equity Broking Private Limited does not in any instance constitute change in control or Management as the Transferee Company M/s. Choice Equity Broking Private Limited itself is the Wholly owned subsidiary of M/s. Choice International Limited.

3) M/s. Choice Portfolio Management Services Private Limited - Subsidiary

The Portfolio Management Services of the group is catered to the clients through our Subsidiary M/s. Choice Portfolio Management Services Private Limited a SEBI Registered Portfolio Managers.

During the Year under review, 47.40 % stake of the Company M/s. Choice Portfolio Management Services Private Limited has been transferred to M/s. Choice Equity Broking Private Limited.

The said transfer of Stake of M/s. Choice Portfolio Management Services Private Limited to M/s. Choice Equity Broking Private Limited does not in any instance constitute change in control or Management as the Transferee Company M/s. Choice Equity Broking Private Limited itself is the Wholly owned subsidiary of M/s. Choice International Limited.

4) M/s. Choice Wealth Management Services Private Limited - Wholly Owned Subsidiary

The Company M/s. Choice Wealth Management Services Private Limited (Choice Wealth) is registered with the "Association of Mutual Funds of India" (AMFI) as a Mutual Fund Distributor and is empanelled with various Mutual Fund Houses to distribute their services to the end clients.

5) Choice Capital Advisors Private Limited - Wholly Owned Subsidiary

The Investment Banking & Merchant Banking services are delivered by our wholly owned Subsidiary M/s. Choice Capital Advisors Private Limited (Choice Capital Advisors). Choice Capital Advisors is a SEBI registered category-I merchant banker, offering services such as IPO advisory, valuations, corporate finance etc. The Subsidiary have advised numerous companies across industries and concluded dozens of transactions.

6) Choice Corporate Services Private Limited - Wholly Owned Subsidiary

The Retail Loan services are made available to the clients through our wholly owned subsidiary M/s. Choice Corporate Services Private Limited. Choice Retail loan services are in the forefront of assisting its clients in fulfilling their dreams. The whole protocol is crafted to make it convenient for the potential customer to receive loan of his/her preference with a strong network spread across the nation at the best Interest Rates with all the documentation ease.

7) Choice Consultancy Services Private Limited - Wholly Owned Subsidiary

"Infrastructure Consultancy" is the core area of service provided by

our wholly owned subsidiary M/s. Choice Consultancy Services Private Limited. The subsidiary is proficient in catering its consultancy services to various segments like Roads, Highways & Bridges, Affordable Housing, Water Management, Environment & Solid Waste Management, Public Financial Reforms, Urban Development & Sustainability, Public Utility & Welfare and Information Technology etc.

The subsidiary has entered in to various Joint Ventures as detailed below as on March 31, 2019:

- Thoughts Consultants Jaipur PL in JV with Choice Consultancy Services PL
- VSC Consulting Private JV with Choice Consultancy Services Private Limited
- Infra Dev Consultants in JV with Choice Consultancy Services Pvt Ltd

8) Choice Peers International Private Limited - Wholly Owned Subsidiary (Disposed of the entire holding on June 29, 2019)

Cross Border Consultancy was provided through our wholly owned subsidiary M/s. Choice Peers International Private Limited (Choice Peers). Choice Peers was the International arm of the group "Choice". International Taxation, Audit & Assurance, Business Set Up and expansions, Strategy & Technology Consulting were the services provide across border by "Choice Peers".

9) Choice Tech Lab Solutions Private Limited - Wholly Owned Subsidiary

Choice Tech Lab Solutions Private Limited (Choice Tech Lab) is the Technology arm of the group "Choice". The wholly owned subsidiary offers a range of Technical aids such as Digital Services, Cloud Services, Database Services, IT Security Services, Mobile Application Development etc.

10) Choice Retail Solutions Private Limited - Wholly Owned Subsidiary

With a wide spread presence across various kind of services such as Equity & Commodity Broking , NBFC activities, Mutual fund Distribution, Retail Loans, Management Consulting, Investment Banking, IT Solutions the group " Choice" through its subsidiary M/s. Choice Retail Solutions Private Limited has emanated online platform known as "Choice Connect" to effortlessly get associated with the group "Choice" for any of our services by associating with us through our online platform.

Associate Company

During the Year under review, the Company in trenches has sold its entire stake consisting of 39.35% in the Company M/s. Paramone Concepts Limited (Formerly known as M/s. Aqua Pumps Infra Ventures Limited. As on March 31, 2019 the Company does not hold any shares in the Company M/s. Paramone Concepts Limited.

As on March 31, 2019 the Company does not have any Associated Company who's financial needs to be consolidated with the Company.

Material Changes Affecting The Company

The Company "Choice International Limited" as stated above in the report has transferred its entire "NBFC" Business to its subsidiary M/s. Choice Finserv Private Limited". The Company is now awaiting the Cancellation of its "NBFC Status" from the "Reserve Bank of India"

Post Surrender of License by the Company there are no "NBFC" Operational activities undertaken by the Company . The Company now stands only as Holding Parent Company to all its subsidiaries.

There are no other material Changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year 2018-19 and the date of the report.



Brief Profile of the Board of Directors of the Company as on March 31, 2019 & as on the date of the Report:

1) Mr. Kamal Poddar - Managing Director

Mr. Kamal Poddar, a Fellow Member of the Institute of Chartered Accountants of India is a visionary and is currently working on the vision of creating Country's first Nation level financial services hub. His vision has resulted in the rapid and multifold growth of Choice Group. He has been instrumental in converting a CA practice firm into full fledged financial service hub providing all the financial services to its clients.

2) Mr. Ajay Kejriwal - Executive Director

Mr. Ajay Kejriwal our Executive Director is a fellow member of the Institute of Chartered Accountants of India & also holds a degree of D.I.S.A. issued by I.C.A.I. Mr. kejriwal has experience of more than 15 years in financial markets. His experience in the field on IFRS convergence, international tax, foreign investment consultancy, and exchange control regulations are added advantage. He possesses extensive experience in understanding the financials of companies and funds management within the division.

3) Mrs. Hemlata Poddar - Non Executive Director

Mrs. Hemlata Poddar our Non - Executive Women Director holds a post-graduate degree in political science from Rajasthan University and has extensive experience in management and administrative functions. Her areas of interest include management training and leadership.

4) Mr. Debkumar Goswami - Independent Director

Mr. Debkumar Goswami, a Bachelor of Mechanical Engineering, MBA and CAIIB, has a wealth of experience spanning four decades across the Banking & Financial Services Industry. He served at SBI & SBI capital for twenty years and, subsequently, joined Ashok Leyland Investment services Limited in the capacity of CEO and President. He has also held the position of senior Vice-resident at UTI Bank Ltd. for a period of four years. He has been an advisor to Standard Chartered Bank, HSBC & ARCIL Limited. Mr. Goswami has been a guest lecturer at several IIMs and regularly contributes articles to leading financial dailies.

5) Mr. Ashok Kumar Thakur - Independent Director

Mr. A K Thakur was the General Manager of Union Bank of India and has experienced more than 40 years of services in several and varied areas like Banking services, HR functions, Marketing, and management services.

6) Mr. Kanhaiyalal Berwal - Independent Director

Mr. Kanhaiya Lal Berwal is a retired I.P.S and an Ex. Member of the Rajasthan Public Service Commission (R.P.S.C). Presently he is the D.G. Dr. B.R. Ambedkar foundation. He is associated with many Ngo's for the upliftment of SC/ST and other backward communities especially in the tribal area of Rajasthan.

7) Mr. Bharat Shah - Independent Director

Mr. Shah has an apt over the Managerial aspects of the running the Business. His decades of experience in running the Business houses is beneficial in the company's Interest.

RETIREMENT BY ROTATION & SUBSEQUENT REAPPOINTMENT

In accordance with the Provisions of Section 152 & other Applicable provisions if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the Articles of Association of the Company , Mr. Ajay Kejriwal Executive Director (DIN No : 03051541) liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for reappointment.

The Board recommends his re - appointment for consideration of Members at the forthcoming Annual General Meeting of the Company. Appropriate resolutions for his re - appointment is being placed for the approval of the Members along with his Brief Resume and other related information has been placed in the Notice convening the 26th Annual General Meeting of the Company.

In accordance with the provisions of the Act read with the Rules issued thereunder, the Listing Regulations and the Articles of Association of the Company, Independent Directors and the Managing Director of the Company are not liable to retire by rotation.

RE APPOINTMENT OF MR. KAMAL PODDAR AS THE MANAGING DIRECTOR OF THE COMPANY

The tenure of Mr. Kamal Poddar as a Managing Director of the Company was extended for a Period of 3 Years effective from November 01, 2016 to October 31, 2019 by the Shareholders of the Company at the Annual General Meeting of the Company September 20, 2016.

The Board at their Meeting held on August 30, 2019 on the recommendation of the Nomination & Remuneration Committee approved re- appointment of Mr. Kamal Poddar for a further Tenure of 5 Years starting from Nov 01, 2019 to Oct 30, 2024, subject to the approval of the Shareholders. The approval of the Shareholders relating to Mr. Kamal Poddar's reappointment and remuneration is being sought at the forthcoming Annual General Meeting to be held on September 27, 2019

CHANGES IN THE DIRECTORSHIP DURING THE YEAR 2018-19

During the Year under review, Mr. Lalit Menghnani (DIN : 06614582) & Mr. Raghuvir Shrivastava (DIN No : 01199531) the independent Director of the Company resigned from the Directorship of the Company with effect from May 25, 2018 & May 30, 2018 respectively due to their Pre occupation -to pursue their other interests & Commitments.

Mr. L.N. Nathuramka (DIN No : 0735408) the Independent Director of the Company Resigned from the Directorship of the Company with effect from October 24, 2018 due to health constraints .

The Board Placed on record its appreciation for the Valuable services & guidance rendered by the by the Resigning Directors during their tenure as the Director's of the Company.



KEY MANAGERIAL PERSONNEL (KMP)

The following are named personnel are the KMP'S of the Company as on March 31, 2019 as per Sec 203 of the Companies Act , 2013

- 1) Mr. Kamal Poddar - Managing Director
- 2) Mr. Ajay Kejriwal - Executive Director
- 3) Mr. Manoj Singhania - Chief Financial Officer
- 4) Ms. Karishma Shah - Company Secretary

DECLARATION FROM INDEPENDENT DIRECTOR'S

The Company has received declaration from all the Independent Director's confirming that they meet the criteria of Independence as prescribed under the Provisions of the Companies Act, 2013 read with the Schedules & rules issued there under, as well as clause (b) of sub regulation (1) of Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

Based on the confirmations / disclosures received from the Directors, the following Non - Executive Directors are independent as on March 31, 2019:

- i) Mr. Debkumar Goswami
- ii) Mr. Ashok Kumar Thakur
- iii) Mr. Kanhaiyalal Berwal
- iv) Mr. Bharat Shah

NUMBER OF MEETINGS OF THE BOARD

Four Meetings of the Board of Directors were held during the Financial Year 2018-19. The details of the meetings of the Board of Directors of the Company during the Financial Year 2018-19 are given in the Corporate Governance Report which forms part of this Annual Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

COMMITTEE OF THE BOARD

The Board of Directors has the following Committees as on March 31, 2019:

- i) Audit Committee
- ii) Nomination & Remuneration Committee
- iii) Stakeholder Relationship Committee
- iv) Corporate Social Responsibility Committee

The details of the above mentioned committee along with their Composition, Number of Meetings, held and attendance at the meetings are provided in the Corporate Governance Report.

For the lucid & competent working the Company had constituted various Internal Committees consisting of the Executive, Independent Director of the Companies along with the involvement of the Senior Level Management in the Committee for the smooth operations of the Company , the details of the Committees constituted by the Company are as follows :

- i) Finance Committee
- ii) Investment Committee
- iii) Securities Allotment Committee

The meetings of the above mentioned Committees are held at Regular Intervals for the smooth operations of the Company and decisions undertaken are the set of collective people on the consent of the majority of the members of the Committee. The Pronouncements of the Committees are verified by the Board in their subsequent Meetings.

NOMINATION & REMUNERATION POLICY & COMMITTEE

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis of payment of remuneration.

The policy also provides the criteria for determining Qualifications, positive attributes and Independence of Directors and criteria for appointment of Key Managerial Personnel, Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The Company has a Nomination and Remuneration Committee (NRC), which is responsible for formulating the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company including their remuneration and other matters as provided under Section 178 of the Companies Act, 2013 and the Listing Regulations. The role of the NRC Committee encompasses conducting a gap analysis to refresh the Board on a periodic basis, including each time a Directors appointment or re-appointment is required. The NRC Committee is also responsible for reviewing the Profiles of Potential candidates the required, competencies and due diligence and meeting of potential candidates prior to making recommendations of their nomination to the Board.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

In terms of the Provisions of Section 178(3) of the Act, and Regulation 19 of the Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

Qualifications: The Board Nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.

Positive Attributes: Apart from the duties of Directors as prescribed in the Act the Directors are expected to demonstrate high standards of ethical behaviour, communications skills and independent judgement. The Directors are expected to abide by the respective code of conduct as applicable to them.

Independence: A director will be considered independent if / she meets the criteria laid down in section 149 (6) of the Act, the Rules frames thereunder and Regulation 16 (1)(b) of the Listing Regulations.

EVALUATION PROCESS:

Choice International Limited believes in value for its stakeholders through ethical process and integrity. The Board plays a very important role in ensuring the Company's performance to monitor and provide timely inputs to enhance the Company's Performance

and set right direction for growth. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

At "Choice" we follow annual evaluation for our Key Managerial Persons and other eligible employees including the senior management team. A process sculpted on this method has been designed for evaluation of Directors under this process, the company management will:

- Formulate the process for evaluating and rating Directors
- Design the evaluation template / questionnaire and implementation process
- Peer review of each Director
- Analyse feedback received from each Director
- Weighting the Evaluation summary of each Director.

KEY EVALUATION CRITERIA:

- Attendance and contribution at Board and Committee meetings
- His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities,
- Sense of sobriety and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
- His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
- Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
- His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
- Quality of decision making & understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

Criteria for Determining Remuneration of Director's, Key Managerial Personnel and Particulars of Employees:

The Remuneration paid to the Directors is in accordance with the Nomination & Remuneration Policy formulated in accordance with section 178 of the Act and Regulation 19 of the Listing Regulations (including any statutory Modification(s) or re-enactment(s) thereof for the time being in force.

Auditor's

• STATUTORY AUDITOR'S

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company at the 24th Annual General Meeting of the Company held on September 18, 2017, to hold office until conclusion 5 years from the date of the said Annual General Meeting held on September 18, 2017.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants Mumbai (Registration No. 117366W/W-100018) are the Statutory Auditors of the Company for the year ended March 31, 2019.

M/s. Deloitte Haskins & Sells LLP have confirmed that they are not disqualified from continuing as the Statutory Auditor of the Company.

The Auditors of the Company have issued an unmodified opinion on the Financial Statements for the Financial Year ended March 31, 2019. The Auditor's Report for the Financial Year ended March 31, 2019 on the Financial Statements (Standalone & Consolidated) of the Company is part of this Annual Report.

• SECRETARIAL AUDITOR

The Board of Directors of the Company has appointed M/s. R M Mimani & Associates LLP, practising Company Secretaries (CP No. 11601) as the Secretarial Auditor of the Company for the Financial Year 2019-20.

The Secretarial Audit Report for the Financial Year ended March 31, 2019 under Companies Act, 2013, read with Rules made thereunder under Listing Regulation 24 A of the Listing Regulations (including any Statutory Modification(s) or re-enactment(s) thereof for the time being in force is set out in the Annexure to this Report.

The Secretarial Compliance Report for the Financial Year ended March 31, 2019 in relation to Compliance of all applicable SEBI Regulations/ Circulars / guidelines issued thereunder, pursuant to requirement of Regulation 24 A of the Listing Regulation is set out in Annexure to this Report.

The Secretarial Audit Report & Secretarial Compliance Report do not contain any qualification, reservation or adverse remark.

• INTERNAL AUDITOR

The Board of Directors of the Company has appointed M/s. Gupta Shyam & Co. Chartered Accountants (Registration No. 103450W) as the Internal Auditor of the Company for the Year 2018-19. The reports submitted by the Internal Auditor have been reviewed by the Statutory Auditor's and the Audit Committee on regular intervals.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of the Companies Act, 2013 along with the applicable Rules of the Act are given in the notes to the Financial Statements forming part of this Annual Report.

RELATED PARTY TRANSACTION

During the year under review, the Company has not entered in to any contracts/ arrangements / transaction with related parties which qualify as material in accordance with the policy of the Company on materiality of related party transaction.

All related party transactions that were entered during the financial year 2018-19, were on arm's length basis and in ordinary course of business.

All related party transaction are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on yearly basis for the transactions which are planned or repetitive in nature and omnibus approvals are taken as per the policy laid down for unforeseen transactions.

The details of the transactions with related parties during FY 2018-19 are provided in the accompanying financial statements.

The details of Related Party transactions are set out in notes to the Financial Statements. Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rules is set out in the Annexure to this report & also form a part of the Financial Statements.

During the year under review there are no material related party transactions with the Directors, Promoters & Key Managerial Persons of the Company.

REPORTING OF FRAUDS

There were no instances of Fraud aroused during the year under review.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation's in future.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (herein referred to as "Listing Regulations") is provided in a separate section and forms a Part of this report. The section covers the overall industry structure, global and domestic economy, development in Business Operations & performance of various segments of the Company's Business.

CORPORATE GOVERNANCE

As per Regulation 34(3) read with schedule V of the Listing Regulations, a separate section on Corporate Governance practices followed by the Company together with a certificate from the Secretarial Auditor confirming Compliance forms an integral part of the Report.

EXTRACTS OF ANNUAL RETURN

The details forming part of the extracts of the Annual Return in Form - MGT-9 as required under section 92 of the Act, is annexed as Annexure which forms an integral part of this Report.

BUSINESS RESPONSIBILITY REPORT

Regulation 34(2) of the SEBI Listing Regulations, 2015 inter alia provides that the Annual Report of the top 500 listed entities based on market capitalisation (calculated on March 31 every financial year shall include Business Responsibility Report (BRR) as part of the Report.

Your Company does not fall within the purview of the above mentioned Regulation, however in order to follow the best practices and in the interest of the Shareholders your company has adopted its Business Responsibility Report (BRR) which is enclosed as Annexure to the Director's Report. CEO / CFO CERTIFICATIONS

In terms of Regulations 17(8) of the Listing Regulations, a certificate as prescribed in Part B of the said Regulations, from Mr. Kamal Poddar, Managing Director of the Company and Mr. Manoj Singhania, Chief Financial Officer of the Company, for the Financial Year 2018-19 with regards to Financial statements and other matters are required under the Listing Regulations forms part of the Report on Corporate Governance.

POLICIES ADOPTED BY THE COMPANY

To follow the best practice of Good Corporate Governance & Transparency in its operations, the Company has set rules for its internal working and smooth functionality of its operations embedded the Company's policy. The policies adopted by the Company are as follows:

- Whistle Blower Policy
- Policy on Material Subsidiary
- Policy on Related Party
- Policy on Materiality of Events
- Policy on Archival of Information
- Nomination & Remuneration Policy
- Code of Conduct for the Board Members and Senior Managerial Employees
- Code of Fair Disclosure of Unpublished Price Sensitive Information
- Code for Employees
- Policy on prevention of Sexual Harassment at Work Place

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has a Whistle Blower Policy to report genuine concerns or grievances & to provide adequate safeguards against victimization of persons. The Whistle Blower Policy has been posted on website of the Company www.choiceindia.com

The Company's Vigil Mechanism allows the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the code of Conduct. The policy also provides protection to the employees and business associates who report unethical practices and irregularities.

The robust vigil mechanism of your Company is in compliance with the provisions of Section 177(10) of the Companies Act 2013 and Regulation 22 of the Listing Regulations. During the Year under review there are no Complaints/ reporting's received by the Company in the said mechanism for the Company and for its subsidiaries.

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has formulated a policy on prevention, prohibition and redressal of sexual harassment at work place in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of Complaints of Sexual Harassment at work place.

The Company has complied with provisions relating to the constitution of the Internal Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013.

During the Financial Year 2018-19, no cases in the nature of Sexual harassment were reported at any work place of the Company or any of its subsidiaries.

Corporate Social Responsibility



Your company voluntarily has adopted CSR Policy to shoulder its responsibility towards the society and also continued a CSR Committee to ascertain the activities taken by the Company in the best interest of the society although the company does not fall in the mine of applicability of Section 135 of the Companies Act, 2013.

Within the ambit of the provisions of the Company Acts, 2013, the company focuses in the following major areas for the ecological development of the Society and environment and thus being desirous to make the world a better place to survive and sustain :

- Hunger, Poverty, Malnutrition & Health
- Education
- Gender Equality
- Supporting Rural Development
- Ensuring Environmental sustainability
- Promoting Sports and healthy living

During the year your Company has spent an amount of Rs. 4,00,000/- in the field of Rural Development & Swatch Bharat Abhyan.

RISK MANAGEMENT

The Company has a well-defined process in place to ensure appropriate identification and treatment of risk. Risk management is embedded in your company's operational framework. The Company's approach to articulate the Business risk is exhaustive and includes periodic review of such risks and framework for mitigating controls and reporting mechanism of such risks.

The Key strategic, business and operational risks which are significant in terms of their impacts to the overall objectives of the Company along with the status of the mitigation plans are periodically presented and discussed. All significant risk are well integrated with functional and business plans and are reviewed on a regular basis by the senior Management team and presented to the Board at Regular intervals. The Company through risk management process aims to restrict the risk within the range of risk appetite of the Company. There are no risk which in the opinion of the Board threatens the existence of the Company. However some risk which are set out in the Management Discussion and Analysis report forms a part of this Annual Report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of the accounting records and timely preparation of financial disclosures.

Your Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthens with standard operating procedures. Internal Financial control systems of the Company have been designed to provide reasonable assurances with

regards recording and providing reliable financial and operating information, complying with applicable Accounting Standards.

The Company's internal control system is appropriate with its size, scale & complexities of its operations. The foremost drive of internal audit is to test and review controls, appraisal of risks and business processes besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board actively reviews the adequacy and effectiveness of the internal control systems and suggests improvement to strengthen the same.

For each major element in the Financial Statements, inherent reporting risks have been identified by the Company. Controls have been put to mitigate these risks. These risks and the mitigation controls are revisited periodically.

The Audit Committee of the Board of Directors, statutory Auditors and the Business Heads are periodically appraised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board.

DIRECTORS RESPONSIBILITY & STATEMENT

Pursuant to Section 134 of the Act (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the Directors of the Company State that:

- In the preparation of the annual accounts for the financial year ended March 31, 2019 the applicable accounting standards have been followed along with proper explanation relating to material departures if any.
- The Directors have selected such accounting policies and applied



them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profits of the Company for the Financial Year ended March 31, 2019

- Proper and sufficient care has been taken for maintenance of adequate accounting records with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Annual accounts / financial statements have been prepared on a going concern basis.
- Internal financial control were in place and that the financial control were adequate and were operating effectively.
- Proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Conservation of Energy

i) Steps taken or impact on conservation of Energy

The Operations of the Company are not energy intensive. However adequate measures have been initiated for conservation of energy.

ii) The steps taken by the Company for utilising alternate source of energy

Though the operations of the Company are not energy intensive, the Company promotes green energy and energy saving initiatives among its employees. The Company has installed a roof top solar power plants at its corporate office.

iii) The Capital Investments on energy conservation equipments by the Company - Nil

TECHNOLOGY OBSERVATION

i) The efforts towards technology absorption:

The minimum technology required for the business has been absorbed, the Company has also adopted an online enterprise wide Human Resource system which eliminates manual working, encourages paperless working & easy availability of data on the system.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution - encourages paperless working & reduces manual working.

iii) In case of imported technology (imported during last three years reckoned from the beginning of the Financial Year) : NA

iv) The expenditure incurred on Research & Development: Nil

Foreign Exchange Earnings and outgo

There are no Foreign Exchange earnings and outgo during the Year under review.

HUMAN RESOURCE

Each organization works towards the realization of one vision. The same is achieved by formulation of certain strategies and execution of the same. At the base of this strategy formulation lie various processes and the effectiveness of the former lies in the meticulous design of these processes. The Very purpose of the Human Resource is to provide the "Training" needed to strengthen and grow the knowledge, skill and abilities that an employee already has for their own growth as an individual & the organisation's vision as a whole!

At Choice we believe that employees are the most vital resource for the accomplishing the goals & objectives of the Company. At Choice we nurture the skills of an individual to out-perform for their individual growth as well. The Company has structured induction process at all

locations and management development programmes to upgrade skills of the Manager. The Company has continued to conduct various employee benefit, recreational and team building programs to enhance employee skills, motivation and in all to foster team spirit. The Company truly believes in encouraging, shaping & retaining the top talent of the Company.

APPRECIATION & ACKNOWLEDGEMENT

The Board of Directors place their sincere appreciation, for the contribution made by the employees at all levels because of whose hard work and support, your Company's achievement would not have been possible.

The Directors also place on record their earnest gratitude for the continued support extended by the Bankers, Financial Institutions, Lenders and Stakeholders for their conviction and faith rested with the group "Choice".

Further the Directors express their sincere appreciation to the all the Regulators of the Company namely the Reserve Bank of India, BSE Limited, Securities & Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies, Depositories, other Government & Regulatory Authorities for their on-going support extended by them towards the Company.

On behalf of the Board of Directors

Sd/-

Kamal Poddar
(Managing Director)
DIN No: 01518700

Sd/-

Ajay Kejriwal
(Director)
DIN No: 03051841

Mumbai: August 30, 2019





ANNEXURE TO DIRECTOR'S REPORT AOC-1

Statement containing the silent features of the financial statement of subsidiaries/ associate companies/ joint venture

PART "A" SUBSIDIARIES

[Pursuant to first proviso to Sub-section (3) of section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Account) Rules, 2014]

SR No	Name of Subsidiary	Reporting Period	Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Share holding
1	Choice Equity Broking Private Limited	March 31, 2019	INR	80,178,000	581,212,058	2,589,375,994	1,927,985,936	64,375,769	779,976,319	25,165,061	3,059,526	22,105,535	-	100
2	Choice Capital Advisory Private Limited	March 31, 2019	INR	50,500,000	26,090,198	115,703,301	39,113,104	50,096,906	37,782,307	1,465,365	313,324	1,152,041	-	100
3	Choice Finserv Private Limited	March 31, 2019	INR	110,600,000	94,130,856	1,145,539,359	940,808,503	-	104,435,487	5,003,685	1,301,364	3,702,321	-	77.40
4	Choice Consultancy Services Private Limited	March 31, 2019	INR	50,000,000	57,373,929	232,027,042	124,653,113	-	269,732,054	8,339,216	3,007,293	5,331,923	-	100
5	Choice Corporate Services Private Limited	March 31, 2019	INR	100,000	(2,645,169)	8,866,749	11,411,918	-	23,280,284	490,817	1,970	488,847	-	100
6	Choice Wealth Management Private Limited	March 31, 2019	INR	100,000	(38,727,683)	6,986,368	45,614,050	-	10,032,885	(18,226,186)	25,000	(18,251,186)	-	100
7	Choice peers International Private Limited	March 31, 2019	INR	1,000,000	(6,421,346)	4,427,737	9,849,083	-	22,713,481	5,979,762	1,560,920	4,418,842	-	100
8	Choice Retail Solutions Private Limited	March 31, 2019	INR	100,000	(722,284)	2,990,094	3,612,378	-	2,209,718	229,991	(331,700)	561,691	-	100
9	Choice Portfolio Management Services Private Limited	March 31, 2019	INR	21,100,000	(410,087)	20,981,906	291,993	-	3,307,521	44,964	11,696	33,268	-	52.61
10	Choice Tech Lab Solutions Private Limited	March 31, 2019	INR	100,000	6,761,845	57,849,346	50,987,501	-	61,359,861	3,965,322	1,048,026	2,917,296	-	100

Notes:

1. Choice Consultancy Services Private Limited includes share of Jointly Controlled Operations.
2. During the year the Company has disposed off its partial holding in wholly owned subsidiaries namely Choice Finserv Private Limited & Choice Portfolio Management Services Private Limited to its wholly owned subsidiary M/s. Choice Equity Broking Private Limited and reduced its holding to 77.39% & 52.60% respectively.
3. The Company has disposed of its entire holding in its subsidiary M/s. Choice Peers International Private Limited on June 29, 2019.



Part "B" ASSOCIATES/ JOINT VENTURES
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

SR No	Name of Associates / Joint Ventures	Thought Consultants Jaipur P L in JV with Choice Consultancy Service P L	VSC Consulting Private JV with Choice Consultancy Services Private Limited	Infra Dev Consultants in JV with Choice Consultancy Services Pvt Ltd
1.	Latest audited Balance Sheet Date	31.03.2019	31.03.2019	31.03.2019
2.	Shares of associates/ Joint Ventures held by the company on the year end i. Numbers ii. Amount of Investment in Associates/ Joint Ventures iii. Extent of Holding %	- - 50.00%	- - 50.00%	- - 50.00%
3.	Description of how there is significant influence	Joint Controlled Operation of CCSPL	Joint Controlled Operation of CCSPL	Joint Controlled Operation of CCSPL
4.	Reason why the associates/ joint venture is not consolidated	Consolidated	*NA	*NA
5.	Networth attributable to shareholding as per latest audited Balance Sheet	1,100,602	NA	NA
6.	Profit/ Loss for the year i. Considered in Consolidation ii. Not considered in Consolidation	373,868 -	NA NA	NA NA

Note : * No Income & expenses were incurred during the year.

AOC-2

PARTICULARS OF CONTRACTS/ARRANGMENTS MADE WITH RELATED PARTIES

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Account) Rules, 2014

Form for disclosure of particulars of contract/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm length transaction under third proviso thereto

1. **1. Details of contracts or arrangements or transaction not at arm's length basis:** There were no contracts or arrangements or transaction entered in to during the year ended March 31, 2019, which were not at arm's length basis.
2. **Details of material contracts or arrangements or transaction at arm's length basis:**

Name of Associates / Joint Ventures	Nature of Relationship	Nature of contracts	Duration of Contracts	Silent Terms of Contracts	Dates of Approval by the Board	Amount Received In Rs. (including Interest thereon)
Choice Equity Broking Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 30, 2018	26,755,900
Choice Wealth Management Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 30, 2018	921,700
Choice Capital Advisors Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 30, 2018	5,815,700
Choice Consultancy Services Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 30, 2018	14,484,600
Choice Corporate Services Private Limited	Subsidiary Company	Office Rent + Support Service Charge	1 Year	Lease Rent for office Premises+ Service Charge	May 30, 2018	617,900



FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L67190MH1993PLC071117
ii	Registration Date	12-Mar-1993
iii	Name of the Company	CHOICE INTERNATIONAL LIMITED
iv	Category of the Company Sub-category of the Company	Company limited by Shares Non-govt company
v	"Address of the Registered office & contact details"	CHOICE HOUSE, SHREE SHAKAMBHARI CORPORATE PARK, PLOT NO. 156-158, J. B. NAGAR, ANDHERI (E), MUMBAI - 400 099
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	"SHAREX DYNAMIC (INDIA) PRIVATE LIMITEDUNIT NO. 1, LUTHRA INDUSTRIAL PREMISES, ANDHERI-KURLA ROAD, SAFED POOL, ANDHERI (EAST), MUMBAI - 400072"

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

SR No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	NBFC & Other	74	12.18%
2	Broking & Distribution	74	57.29%
3	Investment Banking	74	4.46%
4	Consulting	74	21.62%
5	Technical services	74	3.81%
6	Other unallocable	74	0.64%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SR No	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Choice Equity Broking Private Limited	U65999MH2010PTC198714	Subsidiary	100	2(87)
2	Choice Capital Advisors Private Limited	U65990MH2010PTC198262	Subsidiary	100	2(87)
3	Choice Wealth Management Private Limited	U65999MH2010PTC198598	Subsidiary	100	2(87)
4	Choice Portfolio Management Services Private Limited	U74140MH2007PTC177075	Subsidiary	52.61	2(87)
5	Choice Consultancy Services Private Limited	U72900MH2010PTC198603	Subsidiary	100	2(87)
6	Choice Peers International Private Limited*	U74999MH2011PTC214759	Subsidiary	100	2(87)
7	Choice Corporate Services Private Limited	U67190MH2011PTC214515	Subsidiary	100	2(87)
8	Choice Finserv Private Limited	U74999MH2016PTC281908	Subsidiary	77.40	2(87)
9	Choice Tech Lab Solutions Private Limited	U74999MH2016PTC286302	Subsidiary	100	2(87)
10	Choice Retail Solutions Private Limited	U74999MH2015PTC268856	Subsidiary	100	2(87)

*Note:

- The Company has Disposed of the entire holding in M/s. Choice Peers International Private Limited on June 29, 2019.
- During the year the company has disposed of all the stack held in its Associate Company M/s. Paramone Concepts Limited (Formely known as Aqua pumps Infra Ventures Limited)
- During the year the company has disposed off its partial holding in its Wholly on owned subsidiaries namely M/s. Choice Finserv Pvt. Ltd. & M/s. Portfolio Management services Pvt. Ltd., to its Wholly owned subsidiary M/s. Choice Equity Broking Pvt. Ltd.,



IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

A. Promoters

(1) Indian

a) Individual/HUF	14300011	-	14300011	71.48	14300011	-	14300011	71.48	0.00
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	386527	-	386527	1.93	386527	-	386527	1.93	0.00
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL: (A) (1)	14686538	-	14686538	73.41507	14686538	-	14686538	73.42	0.00

(2) Foreign

a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-

"Total Shareholding of Promoter (A)= (A)(1)+(A)(2)"	14686538	-	14686538	73.41507	14686538	-	14686538	73.42	0.00
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B. PUBLIC SHAREHOLDING

(1) Institutions

a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Cenntral govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-

(2) Non Institutions

a) Bodies corporates									
i) Indian	3042379	2000	3044379	15.22	2860730	2000	2862730	14.31	-0.91
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	949843	73002	1022845	5.11	1089382		1089382	5.45	0.33
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	782638	-	782638	3.91	1015193	-	1015193	5.07	1.16
c) Others (specify)									
Clearing Member	11666	-	11666	0.06	2619	-	2619	0.00	-0.06
OCB	-	-	-	-	-	-	-	-	-
NRI	184076	-	184076	0.92	57219	-	57219	0.29	-0.63
HUF	216658	-	216658	1.08	234969	-	234969	1.17	0.09
IEPF	0		0	0.00	150		150	0.00	0.00
Directors & Relatives	56000	-	56000	0.28	56000	-	56000	0.28	0.00
SUB TOTAL (B)(2):	5243260	75002	5318262	26.58	316262	2000	5318262	26.57	-0.01

"Total Public Shareholding (B)= (B)(1)+(B)(2)"	5243260	75002	5318262	26.58	5316262	2000	5318262	26.57	-0.01
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"C. Shares held by Custodian for GDRs & ADRs"

Promoter & Promoter

Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19929798	75002	20004800	100.00	20002800	2000	20004800	100	0

**(ii) SHARE HOLDING OF PROMOTERS**

SR No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mrs. Vinita Sunil Patodia	15,75,000	7.87	-	15,75,000	7.87	-	0.00
2	Mrs. Hemlata Kamal Poddar	8,50,000	4.25	-	8,50,000	4.25	-	0.00
3	Mr. Sunil Kumar Patodia	11,00,000	5.50	-	11,00,000	5.50	-	0.00
4	Mr. Kamal Poddar	25,00,011	12.50	-	25,00,011	12.50	-	0.00
5	Kamal Poddar HUF	2,25,000	1.12	-	2,25,000	1.12	-	0.00
6	Arun Kumar Poddar	21,00,000	10.50	-	21,00,000	10.50	-	0.00
7	Shree Shakambari Exims Private Limited	3,86,527	1.93	-	3,86,527	1.93	-	0.00
8	Sonu Poddar	12,50,000	6.25	-	12,50,000	6.25	-	0.00
9	Arunkumar Poddar HUF	2,25,000	1.12	-	2,25,000	1.12	-	0.00
10	Anil Chotmal Patodia	11,00,000	5.50	-	11,00,000	5.50	-	0.00
11	Sunil Chotmal Patodia HUF	3,00,000	1.50	-	3,00,000	1.50	-	0.00
12	Archana Anil Patodia	15,75,000	7.87	-	15,75,000	7.87	-	0.00
13	Anil Chotmal Patodia HUF	3,00,000	1.50	-	3,00,000	1.50	-	0.00
14	Mr. Suyash Patodia	3,00,000	1.50	-	3,00,000	1.50	-	0.00
15	Ms. Shreya Patodia	3,00,000	1.50	-	3,00,000	1.50	-	0.00
16	Aayush Anil Patodia	3,00,000	1.50	-	3,00,000	1.50	-	0.00
17	Aastha Anil Patodia	3,00,000	1.50	-	3,00,000	1.50	-	0.00
	Total	1,46,86,538	73.42	-	1,46,86,538	73.42	-	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SR No.	Name of Shareholders	Date of Event	Share holding at the beginning of the Year		Cumulative Share holding during the year	
			No. of Shares	% of total shares of the company	No of shares	% of total shares of the company

No change

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

SR No.	Name of Shareholdres	Shareholding at the beginning of the year 01.04.2018		Brought during the year	Sold during the year	Shareholding at the end of the year 31.03.2019	
		No of shares	% of total shares of the Company			No of shares	% of total shares of the Company
1	Azura Projects Private Limited	1285026	6.42	-	-	1285026	6.42
2	Florence Securities Private Limited	935684	4.68	-	-150000	785684	3.93
3	Chartered Capital Research Private Limited	508156	2.54	-	-93944	414212	2.07
4	Fashions Brands (India) Private Limited	0	0.00	-	152000	152000	0.76
5	Smeaton Developers Private Limited	0	0.00	-	150000	150000	0.75
6	Vivek Bhimsariya	120000	0.60	-	-	120000	0.60
7	Kirodi Mal Modi	98000	0.49	-	-	98000	0.49
8	Sunita Modi	93000	0.46	-	-	93000	0.46
9	Bhageria Basant Matadin	55871	0.28	-	-	55871	0.28
10	Govind Patodia HUF	55046	0.28	-	-	55046	0.28

**(v) Shareholding of Directors & KMP**

SR No.	For Each of the Directors & KMP	Date of Event	Shareholding at the end of the year		% of total shares of the company	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Kamal Poddar	01-04-2018	25,00,011	12.50	25,00,011	12.50
	At the beginning of the year		-	-	-	-
2	Mrs. Hemalata Kamal Poddar	01-04-2018	8,50,000	4.25	8,50,000	4.25
	At the beginning of the year		-	-	-	-
3	Mr. Ajay Kejriwal	01-04-2018	52,000	0.26	52,000	0.26
	At the beginning of the year		-	-	-	-

VI INDEBTEDNESS

(Amount in ₹)

Indebtedness of the Company including interest outstanding/ accrued but not due for payment (Standalone)	Secured Loans excluding deposits (Debetures)	Unsecured Loans (Short Term)	Secured Loans excluding deposits (Short Term)	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year					
i) Principal Amount	3,10,00,000	12,34,55,425	92,47,35,443	-	1,07,91,90,868
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	98,85,488	22,25,113	1,20,04,593	-	2,41,15,194
Total (i+ii+iii)	4,08,85,488	12,56,80,538	93,67,40,036	-	1,10,33,06,062
Change in Indebtedness during the financial year					
Additions	-	-	931	-	931
Reduction	4,08,85,488	11,66,44,917	93,67,40,036	-	1,09,42,70,441
Net Change	(4,08,85,488)	(11,66,44,917)	(93,67,39,105)	-	(1,09,42,69,510)
Indebtedness at the end of the financial year					
i) Principal Amount	-	45,30,083	931	-	45,31,014
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	45,05,538	-	-	45,05,538
Total (i+ii+iii)	-	90,35,621	931	-	90,36,552

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager :**

SR No.	Particulars of Remuneration	Name of the MD Kamal Poddar	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	4,200,000	4,200,000
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others (specify)	-	-
5	Others, please specify Total (A) Ceiling as per the Act	- 4,200,000	- 4,200,000

**B Remuneration to other directors:**

SR No.	Name of the Director	Category	a) Fees for attending Board Meeting	b) Commission	c) Others, please specify	Total amount Paid
1	Mr. D K Goswami	Independent Director	2,00,000	-	-	2,00,000
2	Mr. L. N. Nathuramka	Independent Director	50,000	-	-	50,000
3	Mr. Kanhaiyalal Berwal	Independent Director	1,00,000	-	-	1,00,000
4	Mr. Raghuveer Shrivatava	Independent Director	-	-	-	-
5	Mr. Lalit Menghnanai	Independent Director	-	-	-	-
6	Mr. Ashok Kumar Thakur	Independent Director	2,00,000	-	-	2,00,000
7	Mrs. Hemlata Poddar	Non Executive Director	-	-	-	-
8	Mr. Ajay Kejriwal	Executive Director	-	-	-	-
9	Mr. Bharatkumar Shah	Independent Director	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SR No.	Particulars of Remuneration	Key Managerial Personnel		
1	Gross Salary	Company Secretary	CFO	TOTAL
		Karishma Shah	Manoj Singhania	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	9,82,879	15,01,507	24,84,386
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	9,82,879	15,01,507	24,84,386

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeall made if any (give details)
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A. COMPANY

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

B. DIRECTORS

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

FORM NO. MR.3**Secretarial Audit Report for the financial year ended on March 31, 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,
The Members
Choice International Limited
[CIN: L67190MH1993PLC071117]
Shree Shakambhari Corporate Park,
156 1 Chakravorty Ashok Society,
J.B. Nagar, Andheri (E)
Mumbai - 400099

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Choice International Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

VI. Other law applicable specifically to the Company, as detailed below;

- i. The Reserve Bank of India Act, 1934
- ii. Rules, regulation and guidelines issued by the Reserve Bank of India as are applicable to the Non-Banking Financial Company (NBFC)

We have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India related to the meetings of Board of Directors and General Meetings;
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and listing agreement entered into by the Company with Stock Exchanges in India.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

During the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above.

During the financial year under review, provisions of the following regulations were not applicable to the Company;

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- ii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- iii. The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999
- v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and there was no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

We further report that based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company





Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company required to be strengthen to commensurate with the size and operations of the Companyto monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report during the financial year under review, following are the specific events/actions occurred, may have major bearing on the affairs of the Company in pursuance of any of the above referred laws, rules, regulations, guidelines standards etc.;

- The Company vide letter dated August 20, 2018 had requested for cancellation of Certificate of Registration (COR) of NBFC, which is pending for confirmation with the Reserve Bank of India (RBI). RBI has had instructed the Company to reduce its Financial Assets below 50% of its total assets before March 31, 2019 to proceed further in the matter. Accordingly, the Company has reduced its Financial Assets below 50% of its total assets as of March, 2019.

For **R M MIMANI & ASSOCIATES LLP**
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

Sd/-
MANOJ MIMANI
(PARTNER)
ACS No: 17083
CP No : 11601

Place: Mumbai
Dated: 30th August, 2019

Note: This report is to be read with our letter of even date which is annexed as “Annexure A” and forms and integral part of this report.

Annexure - “A”

To,
The Members
Choice International Limited
[CIN: L67190MH1993PLC071117]
Shree Shakambhari Corporate Park,
156 1 Chakravorty Ashok Society,
J.B. Nagar, Andheri (E)
Mumbai - 400099

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **R M MIMANI & ASSOCIATES LLP**
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

Sd/-
MANOJ MIMANI
(PARTNER)
ACS No: 17083
CP No : 11601

Place: Mumbai
Dated: 30th August, 2019



To,

The Board of Directors
Choice International Limited
(CIN: L67190MH1993PLC071117)

Choice House Shree Shakambhari Corporate Park,
Plot No.156-158, J.B. Nagar, Andheri (East),
Mumbai - 400099

We have been engaged by **Choice International Limited** (hereinafter referred to as 'the Company') whose equity shares are listed on BSE Limited (Security Code: 531358) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

FOR **R M MIMANI & ASSOCIATES LLP**
COMPANIES SECRETARIES
FIRM REGISTRATION NO.: I2001MH250300

Sd/-
Manoj Mimani
(Partner)
ACS : 17083
CP NO. 11601

Place: Mumbai
Dated: May 27, 2018



Secretarial Compliance report
Of
Choice international Limited for the year ended March 31, 2019
(Under regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Choice International Limited** ("the listed entity".)
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include :-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable as there was no reportable event during the review period].**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, **[Not applicable as there was no reportable event during the review period]**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable as there was no reportable event during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018; **[Not applicable as there was no reportable event during the review period]**

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;**[Not applicable as there was no reportable event during the review period]**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued there-under; and based on the above examination, we hereby report that, during the Review Period;
 - (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under
 - (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there-under insofar as it appears from mylour examination of those records.
 - (c) The following are the details of actions taken against the listed entity 1 its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there-under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter	Observations/ Remarks of the Practicing Company Secretary
Nil				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports **[Not applicable, as this is first review period for which report is being issued]**

FOR; **R M MIMANI & ASSOCIATES LLP**
(COMPANIES SECRETARIES)
FIRM REGISTRATION NO.: 12001MH250300

Sd/-
Manoj Mimani
(partner)
ACS : 17083
CP NO. 11601

Place: Mumbai
Dated: May 27, 2018



BUSINESS RESPONSIBILITY REPORTS

As per Clause 34 (f) of the SEBI Listing Obligation & Disclosure Requirement Regulation, 2015

Section A: General Information About The Company

1	Corporate Identification Number	L67190MH1993PLC071117
2	Name of the Company	Choice International Limited
3	Registered Address	Choice House, Shree Shakambhari Corporate Park, Plot No 156- 158, J.B. Nagar, Andheri (East), Mumbai - 400099
4	Website	www.choiceindia.com
5	Email Address	info@choiceindia.com
6	Financial Year reported	April 01, 2018 to March 31, 2019
7	Sector(s) that the company is engaged in	Financial Services
8	Three key products/ services manufactured/ provided by the company	- Broking & Distribution - Management Consultancy - Investment Banking
9	Total Number of locations where business activity is undertaken by the company	22
10	Markets served by the company	Domestic.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital	Rs.20,00,48,000
2	Total Turnover	Rs.1,314,091,412
3	Total Profit after Tax	Rs.3,33,18,719
4	Total spending on CSR as percentage of PAT (%)	2%
5	List the activities in which expenditure in 4 above has been incurred	Educational Programmes, Rural Development, Environment Sustainability

SECTION C: OTHER DETAILS

1	Does the Company has any subsidiary Company / Companies?	Yes The Company has Ten wholly owned subsidiaries as on March 31, 2019
2	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent Company? If Yes , then indicate the number of such subsidiary company (s).	Yes
3	Do any other entity/ entities (eg. Suppliers, distributor etc.) that the company does business with , participate in the BR initiatives of the Company ? If yes, then indicate the percentage of such entity/ entities(Less than 30%, 30-60%, More than 60 %)	Not applicable

SECTION D: BR INFORMATION

1	Details of Director(s) responsible for BR	
a	Details of the Director responsible for implementation of the BR Policy	
	DIN No	01518700
	Name	Kamal Poddar
	Designation	Managing Director
b	Details of the BR head	
	DIN Number (If applicable)	-
	Name	Manoj Singhania
	Designation	Chief Financial Officer
	Telephone Number	022-67079999
	Email Address	manoj.singhania@choiceindia.com
2	Principle-wise BR Policy/ Policies	Included in the Report
3	Governance related to BR	Included in the Report



SECTION E: PRINCIPLE WISE PERFORMANCE

1	Principle- Wise Performance	Included in this report
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Preface

As mandated by the Securities and Exchange Board of India (SEBI) w.ef April 01, 2016, India's top 500 listed on BSE and NSE , are required to submit a " Business Responsibility Report"(BRR) along with their Annual Report for the year 2018- 19. Although your Company is not in the league of Top 500 Listed Companies, Your Company voluntarily aspires to adopt the guidelines issued by SEBI with respect to Business Responsibility statement to adhere to best philosophies of ethical principles to run a company and to abide to the Corporate Governance practises in true letter & spirit.

"Choice International Limited" or "Choice" your Company voluntarily for the Financial Year 2018 -19 presents its first BRR in line with National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) and the BRR Requirements of SEBI. The Business Responsibility Performance of the Company is assessed annually by the Board of Directors of the Company.

The Company is at a very nascent stage to adhere to the regulations stipulated for addressing the Business Responsibility Report; the Company is in the process of adopting the policies to adhere to the Principles of Business Responsibility Reporting. However your company is following the guiding Principles for embracing the responsibilities shouldered on your company in true letter and spirit by motivating itself to set up a route map for its own policies and procedures.

PRINCIPLE Ethics, Transperancy & Accountability	PRINCIPLE Product Lifecycle Sustanability	PRINCIPLE Employees Well Being
PRINCIPLE Stakeholder Enagaement	PRINCIPLE Human Rights	PRINCIPLE Environment
PRINCIPLE Policy Advocacy	PRINCIPLE Inclusive Growth	PRINCIPLE Customer Value

PRINCIPLE
ETHICS, TRANSPERANCY & ACCOUNTABILITY

Business should conduct and Govern themselves with ethics, transparency and accountability

Choice Group considers Corpora Governance as an integral part of good management and is committed to acting professionally, fairly and with integrity in all its dealings.

The Standard on ethics, transparency and accountability are stated under the Company policy on Code of Conduct. Code of Conduct is the statement of values and represents the standard conduct on which everyone associated with your company is expected to observe in all business endeavours. Your Company also has a Whistle Blower Policy which allows employees to bring to the attention of the Management , promptly and directly any unethical behaviour suspected fraud or irregularity in the company practises which is not in line with the Code of Conduct of the Company. Adequate measures are in place to ensure safeguards against victimization for employees who report any unethical behaviour.

There is a robust system to protect the confidentiality of unpublished price sensitive information. The system works through processes that not only ensures compliance with the

requirements prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, by making timely disclosures to stock exchanges, declarations by designated persons, but also moves ahead with the help of the Company's Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information. The Code is applicable to those employees of the Company, its subsidiaries and joint ventures, who may be deemed to have access to unpublished price sensitive information.

No Stake holders complaints with respect to the Company's code of conduct and whistle Blower Policy were received in the reporting year.

PRINCIPLE
PRODUCT LIFECYCLE SUSTANABILITY

Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Choice Group is entirely in catering financial services including its subsidiaries and is not engaged in any kind of manufacturing activity or services under the purview of BRR.



The Core business area of the group is financial services divided in to four reportable segments comprising of Equity Broking & Distribution, Commodity Broking, Wealth Management, Portfolio Management, Investment Banking and Advisory including Retail Loans, Management Consultancy ,Cross Border Consultancy, Non-Banking Financial Services & IT Solutions.

The group directly is not engaged in any kind of manufacturing activity at work place.

PRINCIPLE

3

EMPLOYEES WELL BEING

Business should promote the well -being of all employees

Our folks are our assets and are of primary importance to our business. Their health and safety are of paramount importance to the Company. As a responsible organisation, we are committed to conducting operations that ensure the health & safety of our employees and protect the environment and maintain the integrity of our assets.

Your Company's thriving strategy on well- being aims to create a working environment that is supportive of employees personal lives while meeting our Company's business needs, your company truly believes in having a balanced personal & work life.

The Choice group has in all 888 employees as a part of Choice family, on regular basis the lessons are circulated to the Employees on Management strategies and Business techniques.

Induction programmes are conducted for the new employees, to tutor and train them on the Company's Vision & Mission , the Working strategies, policies adopted by the Company, the business conducted by the company, the Code of conduct adopted by the Company, the availability of Whistle Blower Mechanism of the Company , the policy on sexual harassment

The Company has installed an online system to raise grievance directly to the top Management of any kind of complains/ wrong doing in terms of the Whistle Blower Policy.

The Company appreciates the efforts taken by the employees in writing the Growth story of the Company for which the employees are rewarded.

The Company strives not only to train the employee for their business needs but at a large the employees are in all trained for the Development of their overall personality.

The Company did not receive any complaint relating to child labour, forced labour, involuntary labour or sexual harassment during the year 2018- 19 and are not pending as of March 31, 2018.

PRINCIPLE

4

STAKEHOLDER ENAGAEMENT

Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

Your Company has an active interaction with its Stake Holder on regular basis. Stakeholder participation and interaction is crucial to the overall progress and transformation of the Company.

Shareholders and Investors

Your Company regularly interacts with its Shareholders and investors through results, announcement, annual reports, Updates on Company Websites and other transaction specific Disclosures in public domain. The Annual General Meeting gives the shareholders an opportunity to directly address the Board of Directors and the Management during the meeting. The Board Members directly engages with the shareholders during the

Meeting.

Your Company has a designated e- mail address for shareholders, the grievance if any can be emailed at the mail address. Efforts are made to resolves the Shareholder Complains if any on immediate basis.

Clients

Your Company being a Financial Service provider is required to be updated on any changes in the policy and procedures by the statutory authorities and needs to update the client on the same. Your Company constantly seeks to understand the needs of the clients and brings in technology to ensure that the clients are kept informed and engaged about any policy change or procedural change.

Stock Exchange

Your Company being a Listed Company on BSE Limited abides by the guidelines as stated by the exchange. Timely disclosures and reporting are made by the Company to the Exchange.

PRINCIPLE

5

HUMAN RIGHTS

Business should respect and promote human rights

The group does not have any specific policy on human rights. The firms adheres to all statues which embodies the principles of human rights such as prevention of Child Labour, prevention of sexual harassment, equal employment opportunities etc. The group is committed to a work environment in which all individuals are treated with respect and dignity.

The group has decided to uphold the human rights of all its employees and it strictly ensures compliances with all applicable laws of the land pertaining to human rights.

The Company did not receive any complaint relating to violation of human rights during the year 2017 -18.

PRINCIPLE

6

ENVIRONMENT

Business should respect, protect, and make efforts to restore the environment

Your Company promotes green energy and energy saving initiatives amongst its employees. The Company has installed a roof top solar plant at its corporate office which leads to savings in CO2 emission. Our offices have been designed such that they are equipped with energy efficient air conditioners, LED Lights and other energy conservation measures. We at Choice have adopted Solar Power plant to have an eco- friendly environment.

The Company has installed various software's which leads to operational ease and thus your Company propagates a Paperless working, to reduce paper consumption, we emphasise the use of alternate communication Channels such as email. The Company's Annual Report 2017-18 was sent to more than 1500 Shareholders via email, thus saving tons of paper and as a measure of protecting the environment saving many trees.

Your company attempts towards absorbing green sustainable products, processes, policies and practices. We at Choice promote cost efficient environment -friendly measures and build awareness and consciousness of our environment among employees.

We have also requested the Shareholder to register their email IDs to get Annual Reports and other Communications through email instead of paper mode.

PRINCIPLE

7

POLICY ADVOCACY

Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Your Company's approach to advocacy is guided by the Business Principles. The Company truly believes that any contact by the Company or its business associates with government, legislators, regulators or NGO's must be done with honesty, integrity, openness and in compliance with applicable laws. Only authorised and trained officials can interact with these organisations.

Your Company participates in multi stakeholder engagements and when relevant, responds to public consultations. The group support and participates in various discussions and initiatives taken by the government, regulators and various associations for development or advancement of finance services industry.

PRINCIPLE

8

INCLUSIVE GROWTH

Business should support inclusive growth and equitable development

The Company “Choice International Limited” has voluntarily adopted Corporate Social Responsibility (CSR) activities. The CSR activities of the group express positive contribution towards economic, social& environment well -being of communities through its CSR activities.

PRINCIPLE

9

CUSTOMER VALUE

Businesses should engage with and provide value to their customers and consumers in a responsible manner

Your Company always put interests of clients before its own interest. The group understand its client's needs, address them and deliver unique solutions as per their expectations.

Responsible Marketing & Communications:

- Your Company is committed to building trust through responsible practices and through transparent communication both directly to the clients and indirectly through other key stakeholders.
- Its your Company's responsibility to give disclosures to the client before entering in to any kind of agreement.
- Your Company uses a combination of channels, which include websites, customer care numbers and leaflets to communicate openly with its clients.

On behalf of the Board of Directors

Sd/-
Kamal Poddar
(Managing Director)
DIN No: 01518700

Sd/-
Ajay Kejriwal
(Director)
DIN No : 03051841

Mumbai

Date: August 30, 2019





MANAGEMENT DISCUSSION & ANALYSIS REPORT



MACRO ECONOMIC OUTLOOK

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top 3 (three) economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP grew by 6.8% in FY19 to Rs140 lakh crore, highest growth in emerging & developing economies. Agriculture GVA grew by 2.9% YoY to Rs18 lakh crore and industrial GVA by 6.9% YoY to Rs40 lakh crore. Services sector remained the largest contributor to country GDP growing by 7.5% YoY to Rs70 lakh crore in FY19.

Export rises to \$331 billion in FY19 amidst subdued global economic environment & increasing protectionism across countries, India's overseas shipments surprised the economist as India's merchandise exports in FY19 grew to \$331 bn, the highest ever, surpassing the earlier peak of \$314.4 billion achieved in FY14. For FY19, imports rose by 9.0% to \$507 billion, widening the trade deficit to \$176 bn as against \$162 billion in FY18. India's total goods and services export for FY19 surpassed the \$500 billion mark for the first time to reach ~\$536 billion.

The GST collection (indirect tax) collection surpassed Rs1 lakh crore figures. So far this year (Jan-May'2019, GST collection remained above Rs1 lakh crore (except Feb Rs0.97 lakh crore). GST collection was Rs11.8 lakh crore while direct tax collection grew by 18.3% YoY to Rs11.2 lakh crore during FY19. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and ThoughtArbitrage Research Institute.

India's foreign exchange reserves were US\$ 421.9 billion by May 31, 2019, according to data from the RBI. With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India doubled to reach \$129.4 billion in 2018 (domestic deals at ~\$57 billion & cross border at ~\$69 billion) and number of announced deals also grew 17.2% from 2017.

Some of the important recent developments in Indian economy are as follows:

- India has recorded a jump of 23 positions in ease of doing business against its rank of 100 in 2017 to be placed now at 77th rank among 190 countries assessed by the World Bank. India's leap of 23 ranks in the Ease of Doing Business ranking is significant considering that last year India had improved its rank by 30 places, a rare feat for any large and diverse country of the size of India.
- India improved its ranking in the global innovation index (GII) by 5 places to 52nd in 2019 from 57th position last year. GI ranks 129 economies based on 80 indicators, ranging from intellectual property filing rates to mobile-application creation, education spending and scientific and technical publications.

- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- As per the IMF, India's GDP to grow by 7.0% in FY20 and 7.2% in FY21, supported by the continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- FDI inflow in India stood at \$44 billion in FY19.
- India's inflation rate reduced to 3.4% in FY19 v/s 8-10% level five years ago.
- National Highway construction rate increased to ~30 km/per day in FY19 v/s 11.7 km/per day in FY14.
- The Govt has announced Bharatamala project to complete the construction of national highways of 65,000 km by FY22 with the estimated cost of Rs~2.09 trillion
- Under PMAY, the Govt aims to achieve Housing for All by 2022 and announced construction of 2 crore homes in urban India.
- The Government of India (GOI) has succeeded in providing road connectivity to 85 per cent of the 178,184 eligible rural habitations in the country under its Pradhan Mantri Gram Sadak Yojana (PMGSY) since its launch in 2014. The Government of India (GOI) will spend around Rs 1 lakh crore (US\$ 15.62 billion) during FY 18-20 to build roads in the country under Pradhan Mantri Gram Sadak Yojana (PMGSY).
- 100% electrification of villages completed in April 2018, according to Minister of State (IC) for Power and New & Renewable Energy, Government of India.
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2%.

Make in India and Digital India initiative

Make in India was formally introduced by Honourable Prime Minister of India, Mr. Narendra Modi on September 25, 2014, to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. Make in India is a major national programme of the "GOI" designed to facilitate investment, foster innovation, enhance skill development, protect intellectual property and build best in class manufacturing infrastructure in the country. The primary objective of this initiative is to attract investments from across the globe and



strengthen India's manufacturing sector. The Make in India programme is very important for the economic growth of India as it aims at utilising the existing Indian talent base, creating additional employment opportunities and empowering secondary and tertiary sector. The programme also aims at improving India's rank on the Ease of Doing Business index by eliminating the unnecessary laws and regulations, making bureaucratic processes easier, making the government more transparent, responsive and accountable.

The focus of Make in India programme is on 25 sectors. These include: automobiles, aviation, chemicals, IT & BPM, pharmaceuticals, construction, defence manufacturing, electrical machinery, food processing, textiles and garments, ports, leather, media and entertainment, wellness, mining, tourism and hospitality, railways, automobile components, renewable energy, biotechnology, space, thermal power, roads and highways and electronics systems.

Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Way forward

The Investment Manager believes that a stable government along with increasing consumption and investment levels will help in taking India's gross domestic product (GDP) to US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms. Past issues such as fiscal mismanagement, large scale political and/or corruption

scandals, and economic negligence have dissipated significantly. The trend in governance reforms also suggests a gradual expansion of the overall opportunity. The Investment Manager expects to fully leverage these trends while pursuing its investment strategy.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by Price water house Coopers.

INDIAN FINANCIAL INDUSTRY

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payments banks to be created recently thereby adding to the types of entities operating in the sector. However, the financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64% of the total assets held by the financial system.

The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs).

Market Size

The Mutual Fund (MF) industry in India has seen rapid growth in Assets Under Management (AUM). Total AUM of the industry stood at Rs 23.80 trillion (US\$ 340.48 billion) between April 2018-February 2019. At the same time the number of Mutual fund (MF) equity portfolios reached a high of 74.6 million as of June 2018.

Another crucial component of India's financial industry is the insurance industry. The insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies reached Rs 214,673 crore (US\$ 30.72 billion) during FY19.

Along with the secondary market, the market for Initial Public Offers

(IPOs) has also witnessed rapid expansion. The total amount of Initial Public Offerings (IPO) increased to US\$ 1.2 billion raised from 37 between April - June 2018.

Over the past few years India has witnessed a huge increase in Mergers and Acquisition (M&A) activity. In H12018, 74 deals of acquisition took place in financial sector. The total value of such transactions was US\$ 4.166 billion.*

Furthermore, India's leading bourse Bombay Stock Exchange (BSE) will set up a joint venture with Ebix Inc to build a robust insurance distribution network in the country through a new distribution exchange platform.

Investments / Developments

- Investments by Foreign Portfolio Investors (FPIs) in Indian capital markets have reached Rs 6,310 crore (US\$ 899.12 million) up to November 22, 2018.
- As of October 2018, the Financial Inclusion Lab has selected 11 fintech innovators with an investment of US\$ 9.5 million promoted by the IIM-Ahmedabad's Bharat Inclusion Initiative (BII) along with JP Morgan, Michael and Susan Dell Foundation, and the Bill and Melinda Gates Foundation.
- The private equity and venture capital (PE/VC) investments reached US\$ 25.20 billion between January to October 2018.*

Government Initiatives

- In December, 2018, Securities and Exchange Board of India (SEBI) proposed direct overseas listing of Indian companies and other regulatory changes.
- In September 2018, SEBI asked for recommendations to strengthen rules which will enhance the overall governance standards for issuers, intermediaries or infrastructure providers in the financial market.
- The Government of India launched India Post Payments Bank (IPPB), to provide every district with one branch which will help increase rural penetration. As of August 2018, two branches out of 650 branches are already operational.

Road Ahead

- India is today one of the most vibrant global economies, on the back of robust banking and insurance sectors. The relaxation of

foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters there could be a series of joint venture deals between global insurance giants and local players.

- The Association of Mutual Funds in India (AMFI) is targeting nearly five fold growth in assets under management (AUM) to Rs 95 lakh crore (US\$ 1.47 trillion) and a more than three times growth in investor accounts to 130 million by 2025.

EQUITY MARKETS

The Markets, including the Equity Market witnessed a lot of uncertainties majorly due to Political uncertainty, cross-border tensions, NBFC Liquidity, Mid Cap reversal rally. However revival sentiments were recognized in the last quarter of the Financial Year. The indices witnessed a sharp fall in quarter II of FY 19 as a result of liquidity issue in the system. The FII flows remained suppressed throughout the year but for the month of February & March 2019 witnessed inflows. DII also witnessed net inflows for the 4th consecutive quarter amounting to Rs. 72, 141 crores, however which is lower than Rs. 1,14,452 crores in FY 2018. The Indian households, continue to hold the interest in Equity Mutual funds, as a long term investments and savings delivering higher inflation returns.





EQUITY TRADING

- Member of BSE and NSE, MSEI offering trading services in Cash and Future segments
- Trade Online via trading website and mobile application
- Dedicated research teams offering technical and fundamental research on companies
- Equity Coverage includes both value and Growth companies
- Daily and Weekly newsletters on market trends and expectations
- Portfolio Tracker application for a quick view on status and P/L of your account
- Conduct your own research via Fundamental Screeners and Advanced Charting tools
- Bulk and Block Deals



COMMODITY DERIVATIVE TRADING

- Member of MCX, NCDEX & ICEX
- Trading in Agriculture Commodities, Energy, Base and Precious Metals
- Trade online, over the phone, at our branches or on your mobile
- SMS for intra-day technical calls
- In-depth research on commodities of your interest
- Assistance in implementing trading strategies
- Daily, weekly & detail research reports on commodities
- Daily & Weekly Newsletter
- Reports on Whatsapp platform
- Call Trackers



FINANCIAL PLANNING

- Online Platform for Financial Planning
- Advice from experienced CFP Professionals on allocate of Funds
- Comprehensive Financial plan by experts to achieve long term and shortterm goals.
- Tracking of performance of all your instruments bought and their impact towards achieving your financial goals.
- Advice on Investment funds and insurance products based on risk appetite of individual



CURRENCY FUTURES TRADING

- Trading service at NSE & MSEI Platforms
- Research Reports & Newsletters on currencies
- Assistance in implementing Hedge and Arbitrage trading strategies
- Dedicated relationship officer to help in faster execution
- Daily & weekly Newsletter
- Report on whatsapp Platform
- Call Trackers



FUND DISTRIBUTION

- Buy Mutual Funds, Bonds, FDs and NCDs Online, Offline
- Compare Funds on our website
- Research & insights on Funds & their performance
- Assistance from certified Investment Wealth Counselors
- Get Timely update on performance of your funds



STRUCTURED PRODUCTS

- Tailored Investment products for HNI clients
- Uses Advanced hedging & diversification strategies
- Investors can select products which suits their risk return expectations
- Provides better returns than traditional investment vehicles

BROKING & DISTRIBUTION

The average daily traded volumes (ADTO) for the equity markets during FY2019 stood at Rs. 9.93 lakh crores, up 46% YoY from Rs. 6.79 lakh crores in FY2018. The overall Cash market ADTO reported growth of 7% YoY at Rs. 35,180 crores in FY2019. However, the absolute growth was affected due to decrease in delivery, which saw de-growth of 8.2% YoY to Rs. 8,854 crores v/s 26% growth in FY2018. Within derivatives, futures volume rose 9.7% YoY to Rs. 87,564 crores while options rose 54% YoY to Rs. 8.70 lakh crores. Amongst cash market participants, retail constitutes 53% of total cash volume, institution constitutes 25% of total cash volume and prop constitutes 20%. Within institution, DII cash volumes increased 6% YoY to Rs. 3,627 crores vs 51% in the previous year, reflecting the lull market sentiments during the year. The proportion of DII in the cash market remained constant at 10.4%. The increase in demat accounts during the year stood at 12% with total number of accounts as on March 2019 at Rs. 3.59 crores. The revival in market sentiments along with clearer picture on political front is expected to give push to the primary market activities and overall volumes.

FII's continued to witness net inflows from Indian equities during FY2019; although the flows remained under pressure for most of the year. Factors like IL&FS default and subsequent liquidity issues, cross border tensions, political uncertainty made the environment volatile for foreign investors. However, in the last two months, the alleviations of the issues brought the FII's confidence back. DIIs too saw net inflows for the 4th consecutive year, however, on YoY basis there was a significant decline due to fears on political front, liquidity issues and reversal of mid-cap rally. Despite such volatility, the Indian households are seen to hold the interest in equity and equity products with expectations of higher returns than traditional fixed income products.

Our Broking Business:

The group's Broking & Distribution Business is channelized through our subsidiary M/s. Choice Equity Broking Private Limited herein referred to as "Choice Broking". "Choice Broking" is a member of NSE, BSE, MSEI, MCX, NCDEX, ICEX and is a Depository Participant with CDSL & NSDL.

During the year under review the "Choice Broking" has made to major acquisitions, at first acquisition of Equity Broking Business of M/s. Indi Trade Capital Limited, a Indian Public Listed Company, incorporated in the year 1994 a leading player in agri - commodity financing business & a well known financial service provider focusing on Micro - finance, having its Registered office in Kerala. The acquisition of Equity Broking Business of M/s. Inditrade Capital Limited has increased the Clientele base to 2,17,140 & increased the Volume of trades by two times. Secondly "Choice Broking" has acquired the Depository Participant Business of Pune based "N.G. Rath group", the said acquisition has brought 6000 demat accounts to "Choice Broking".

The above mentioned acquisitions by "Choice Broking" is getting their feet stronger with their expanding presence all over India.

Pursuant to SEBI Circular dated September 21, 2017 bearing No. SEBI/HO/MIRSD/MIRSD1/CIR/P/2017/104 allowing integration of Equity & commodity Broking activities under one entity, to reap the benefit of operational synergies, during the year under review the Commodity arm of the group VIZ M/s. Choice Merchandise Broking Private Limited the wholly owned subsidiary merged with M/s. Choice

TRADE EASY, TRADE FAST



Jiffy - Trade Easy, Trade Fast An online stock trading platform developed to simplify your trading experience across the capital markets. We aim to be an online trading community that seeks to drive development based on customer feedback and change the way stock trading happens



Market Overview



One-Screen Market Segments



Technical Chart Indicators



One-Click Buy & Sell



Price & Holding Alerts



Portfolio Analysis

Equity Broking Private Limited vide "NCLT" Merger order dated September 06, 2018.

On obtaining the said Merger order the Commodity & Equity Broking Business of the Company will be carried out in the name of M/s. "Choice Equity Broking Private Limited hereby referred to as "Choice Broking".

New Launch:

We are glad to inform that during the year, on receipt of the necessary statutory approvals, "Choice Broking" has launched its Online Mobile & Web based Trading Application/ Platform in the Month of August, 2018 named "JIFFY".

Redefining and revolutionizing the online stock market trading space, Choice Broking has launched its app - Jiffy to enable investment fraternity to trade with speed and ease. "JIFFY" is a trader-driven & Investor friendly platform which facilitates a single-window and single-click trade for its users without any time lag to cope up with the ever-fluctuating Markets.

An omnipresent platform with presence through Website, Android App and iOS App, "JIFFY" also allows to Call & Trade and shall soon be launching a Desktop Trading Software. It carries features such as a detailed & advanced technical chart module, single-screen segments on a company page, in-depth financial info of a company and a global indices and current market performance overview. It also supports price alerts and holding alerts. To add further "JIFFY" also serves an E-KYC registration process using AADHAAR.

Jiffy Access and in-depth info about the platform can be reached via -

1. Website: <https://jiffy.in/>
2. Android App: <http://bit.ly/2MvHfEM>
3. iOS App: <https://apple.co/2MhP55Z>

As on the date of report we have 18,000 number of users for, "JIFFY" and downloads amounting to 40,000.

Awards & Accolades



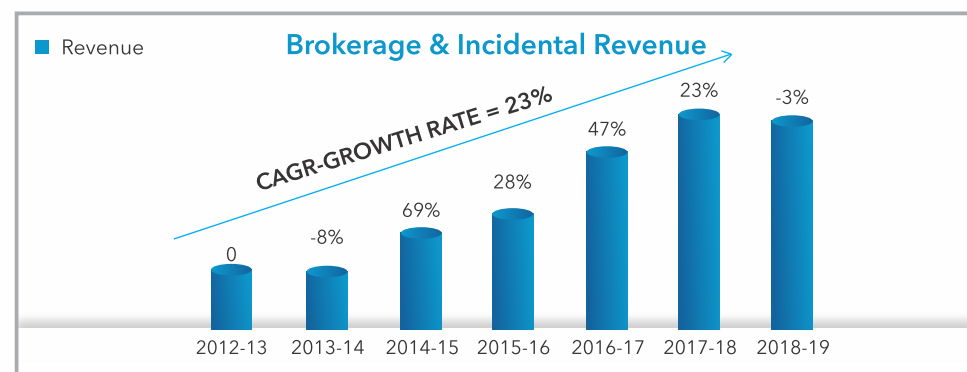
Choice Broking has been presented a recognition for being a premier Depository Participant in Silver Category by CDSL.

"Choice Broking" has been awarded as the Best Broking House by "MCX"



Our Business Grid: Our Growth Story

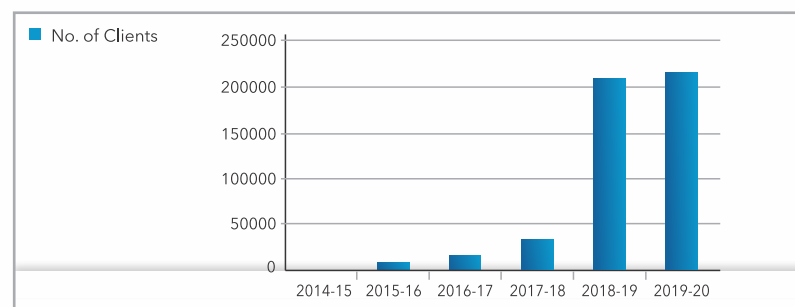
Management Discussion & Analysis Report



“Choice Broking” has witnessed CAGR growth rate of 23% of its revenue and has reflected an Upward Trend in its income on year on year basis.

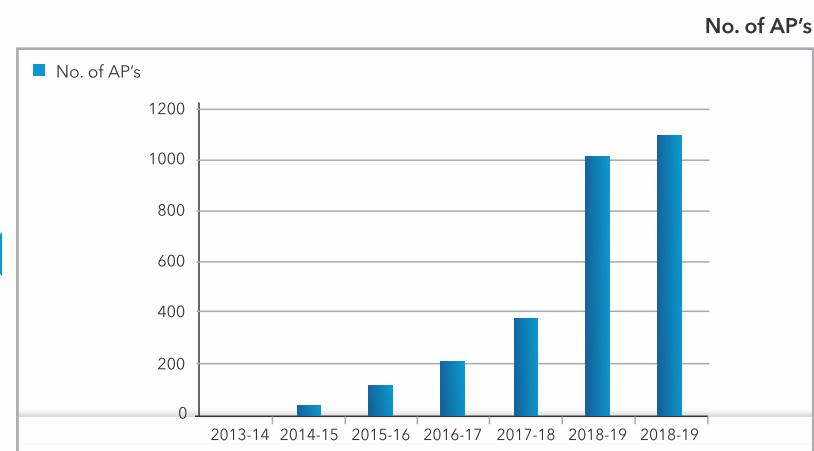


No. of Clients



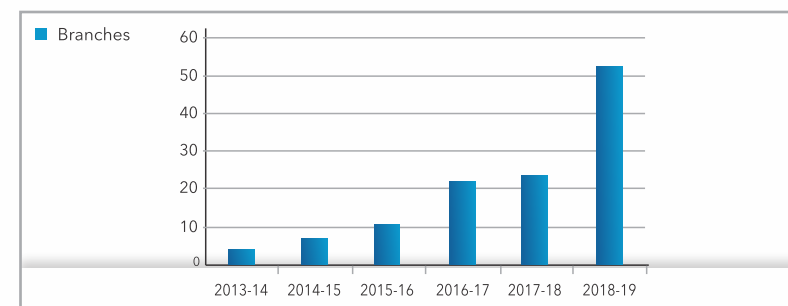
Pursuant to the acquisition of the Broking Business during the year 2018-19 there is an eminent increase in the Clientel base of the Company.

“With the Upward trend in all aspects including the Financial Numbers, the group has developed trust & confidence among the investor’s & Traders who are willing to be associated with “Choice Broking”.



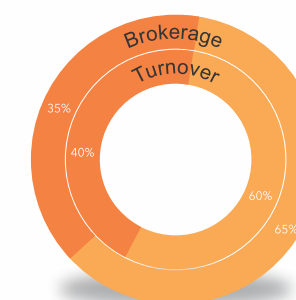
Management Discussion & Analysis Report

No. of Branches

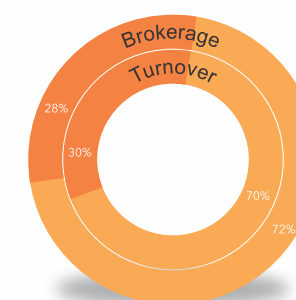


“With a vision of having an PAN India presence, the Division is getting its feet stronger by increases in number of Branches across all over India.

Digital Presence of Q1 ended June 2019



Digital Presence for 2018-2019



Online
Offline

OUR ONE STOP SERVICES



FOR TRADERS

RESEARCH

We at "Choice Broking" believe in creating value for our clients & managing it. Through our range of timely & expert research reports, we support our clients for taking informed decisions. Our Different type of research report are as follows:

POSITIONAL

TECHNO
BUY/SELL

These reports consists our positional calls on Equities, Commodities and Currency.

TRADERS
CHOICE

It's a technical report on a scrip with BUY or Sell positional recommendations.

MORNING
TEA

This is our daily morning report on Equities which gives recommendations on any two stocks.

PICK OF
THE WEEK

We pick one stock every week for this report. These reports are based on technical research and have a time horizon of 15-25 days.

INTRA DAY

LONG TERM

IPO
ANALYSIS

Offers insight on the IPO company with recommendations to subscribe or to avoid. This report is widely covered by the print media across the country

COMPANY
REPORTS

It's a detail report on a company which includes recommendations of BUY/SELL or HOLD with typical time frame of 12-18 months.

EARNING
UPDATE

We issue these updates once in a quarter. This report is prepared for our coverage companies only. We revisit our recommendations while analyzing the company's performance

DERIVATIVE
STRATEGY

This reports focuses on Index and Stock F/O contract's strategy. It usually asks investor to hedge the position to contain loss and improve profitability

SHORT TERM

RESEARCH

FOR INVESTORS

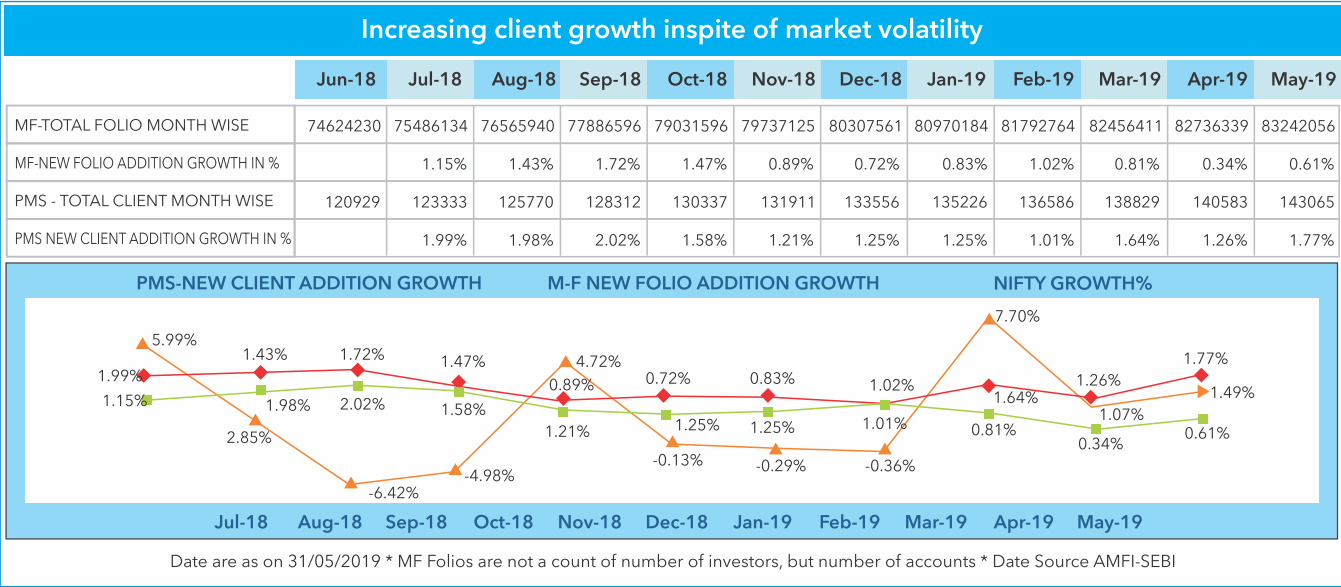


PORTFOLIO MANAGEMENT SERVICES

PORTFOLIO MANAGEMENT SERVICES

Our Portfolio Management Services are provided through our Subsidiary M/s. Choice Portfolio Management Services private Limited".

The time we launched our PMS in 2018, lesser did we know that the demand for an Ultra-HNI product such as 'Portfolio Management Service', is much higher than our expectations. The high net worth individuals are actively seeking for an investment avenue, wherein a dedicated professional with higher degree of industry experience and expertise, could help them invest in direct equity and manage their portfolios. Our focus therefore, is to provide high quality financial services to our clients, wherein the investment decisions taken are purely based on our in-house fundamental research. With a universe of over 300 stocks in our basket, we follow a rigorous process to thoroughly analyse the companies before including it in any portfolio. Pre-defined parameters for the stocks helps us in being aligned with the strategy theme and allows us to regularly review and update the portfolio, in order to maintain the risk-reward ratio and thus the quality of a particular portfolio.



Bibliography : PMS Bazar

With over-all participation from the investor community growing on the back of the need to have the industry experts manage their wealth, we see a good increase in the number of clients going forward for premium services such as PMS.

CHOOSE TO BE WISE; WITH "CHOICE"

At Choice our Portfolio Management Services are highly customized to cater to your needs, and enable you to achieve your financial goals. Great corporate governance with sustainable growth plans along with the responsibility to abide with the law of the Judiciary, our research team has been advising with the ideas of wealth generation to our clients. Keeping in mind the trust which our clients shoulder on us, we have launched Choice Portfolio Mgt. Services

We manage existing portfolios as well as build new distinct portfolios for you based on your investments objectives and risk appetite, for which we offer a wide range of strategies including some focused thematic strategies, which aims at maximizing the investors wealth while making investments in diversified sectors which have a potential to grow at a faster pace, with a sustainable management & corporate governance standards. Our Prime focus is to create wealth for the clients & our expertise in the areas of extensive research, highly qualified investment team and a rich experience of over two decades in the financial service space, enables us to achieve this goal for you.

OUR DISTINCTIVE SERVICES:

- 1 Experienced & Professional Fund Management
- 2 High Level of Transparency
- 3 Finley cratted Investment Philosophy
- 4 Exhaustive in House Research Desk
- 5 Timely review of fund performance
- 6 devoted relationship manager for a client
- 7 quality selection of stocks, with balanced diversification

We at Choice PMS truly believe in Reaching the Financial Goals is always faster with the Right Mix of Investments.

**“BE AN INVESTOR BY CHOICE”**

Mentioned below are two of our best strategies which is offered by our Company to meet your investment goals.

NEW INDIA STRATEGY:**IRADE NAYE Bharat Ke!**

Time Horizon: Long Term

Risk Appetite: Moderate

India has become a favourable investment destination in the world on the back of following factors:

- Progress on Policy front improving business environment
- Stable macro-economic fundamentals
- Huge Market size & demographic dividend
- Low Political uncertainties and less sensitivity towards the global market.
 - i) A distinct stamp is being placed on India as structural change has occurred across various dimensions. Implementation of favourable initiatives such as GST, IBC, RERA, DBT and demonetization has made structural changes in economy which would not only yield result in the form of high quality economic growth but generate adequate employment in the long term.
 - ii) Economic reforms has given impetus to India's new mantra for success “IRADE”

Infrastructure, Rural Consumption / Renewable Energy, Affordable Housing, Digitalization and Emerging Businesses; will flourish more industrial avenues making “New India” unrivalled.

IDEAL VALUATION STRATEGY

The Ideal Valuation strategy aims to create wealth by the long term compounding effect on Investment done in:

- Good Business
- Good Management
- Good Valuations

We seek to capitalise the opportunities that come up in the emotionally driven markets, which lead some very fundamentally strong companies to trade at a considerable discount than its intrinsic value.

Our Strategy is to buy the undervalued stocks, or simply the stocks at a price much lower than its fair price, irrespective of the market movements.

The big market whales and the mammoths of value investing, including Warren Buffett, have argued that the essence of value investing is buying stocks below its intrinsic value.

The moderate approach through our “IDEAL VALUATION STRATEGY” helps you appreciate your capital, over a given period of time, with an apt combination of a risk averse & also a moderate risk portfolio.

- Ideal Valuation Strategy (IVS) is based on the emphasis on both value as well as growth investing. Under this strategy, we find the businesses which are fundamentally strong and available at reasonable valuation. We believe that a business can trade at higher multiple but its underlying fundamentals must justify this. Thereby a company is studied both from quantitative as well as qualitative fronts in order to find fundamental strength of the business.
- Under quantitative analysis, we do rigorous historical financial analysis of the companies through focusing on key ratios relating to growth, margins and returns. We have customized our quantitative approach in the way that any business which shows sustained improvement in key performance parameters comes in selection criteria.

- In qualitative analysis, we strategically study the company and focus would remain on understanding business model, products and services analysis, inter-firm comparison based on SWOT, corporate government standards and promoters zeal to growth and stability.

Going ahead

With the onset of the new term of Modi government, the economic trends too, create a favourable environment for the investors over a longer term period. However despite of the upbeat stable govt. and its ambition of achieving a 5 Trillion Dollar economy by 2024, there are challenging times in the economy in terms of NPAs, NBFC crisis, corporate failures, business failures, technological disruptions as well as the slowdown of the manufacturing activities. This is one of the major reasons why an investor would require an industry expert to build and manage his/her portfolio, amongst the volatility making its noise in the markets.

We expect that there will be a lot of reshuffling at the company as well as sectoral levels.

We seek to fully leverage these trends while pursuing the investment strategy.

**WEALTH MANAGEMENT SERVICES**

The group offers its Wealth Management Services through our subsidiary M/s. Choice Wealth Management Private Limited.

Choice Wealth Management is represented by a brand name of Investica to the marketplace as a one-stop solution to plan, transact and track mutual fund investments. Over last one year, the number of investors transacting through the platform grew by 150%. Investica has seen an extremely positive response from its users which can also be seen by its reviews on Play Store & App Store.

Direct Plans had started getting investor attention because many of the DIY investors were opting for Direct funds to take advantage of difference in expense ratios. Investica was only offering the regular plans initially and to cater to the investors who want to invest in direct plans Investica took a bold step to launch Direct Funds on the platform with half-yearly and annual subscription charges. With this, Investica became a first mutual fund transaction app in Indian Fintech history to charge subscription charge. The idea behind keeping subscription charges was to make sure that there is no compromise in the quality of service provided by us and to continue with superior user experience. But we are happy to report that even after subscription charge, the response to the direct plans on the platform has been phenomenal.

After two successful years of operating the App, we have taken a leap towards Robo Advisory by launching Goal Planning on Investica. This feature enables investors to plan for their financial goal. An extraordinarily dynamic algorithm changes as per investor's time horizon, risk profile and inflation. Goal planning is a step Investica has taken to ensure that investors invest according to their risk appetite and do not choose the fund solely based on the historical returns. This is an industry's first feature which not only recommends funds but also tracks them on a real-time basis.

In addition to this, Choice Wealth Management also started providing comprehensive financial planning services to HNI and Ultra HNI investors. These services have improved investor experience, in turn, increasing the inflow of new assets under management.

Say hello to a new way of investing in

MUTUAL FUND APP

INVESTICA

Investica Mutual Fund App is created to exclusively experience ‘The Joy of Earning’ by Fulfilling your Dreams and Accomplishing your Life Goals. Investica enables you to Invest in Mutual Funds with its easy to use platform, intuitive UI, lightning speed, robust privacy protection and smart investment methodology. Invest with the Best Mutual Funds Investment App in India, Investica!





There are some corporates for whom we have been managing treasury money. But now we will also be tapping the corporates with a formal plan and strategies to manage corporate treasury and to help them earn better risk adjusted returns.

Way forward

- Choice Wealth Management has always given a priority to Investors' interest over its own. Hence, the suitability of a product to the investor is of utmost importance. Going forward, we will be acting on the same philosophy. This is also a driving force behind the launch of Robo Financial Planner.
- Integration of all the major financial products on Investica is the key development towards which we will be working in future, so that we become on stop solution for all of the Investor's needs.
- We see Investica become the most preferred application for Investors' Personal Finance Needs in the near future and we are sure that with the development stages planned we will reach there sooner rather than later.

Below mentioned is the Chart depicting the Increase in Clients through Investica



CAPITAL ADVISORY- INVESTMENT BANKING

Capital Market & Debt Syndication service is routed through our subsidiary "Choice Capital Advisors Private Limited" herein referred as "CCAPL".

Services Offered :

Choice Capital Advisors Private Limited, Category I - Merchant Banker, is an investment bank offering integrated solutions consists of equity capital markets services and financial advisory services/ Debt Syndication that cater to corporate clients. The Company is familiar with its clients' business models and the financial solutions are tailored to meet their needs at different stages of development.

On the Capital Market front, CCAPL offers entire bouquet of services which include Initial Public Offer (IPO) - Main Board & SME Platform, Further Public Offer (FPO), Rights Issues, Private Placement, Pre-IPO

Financial Performance

Particulars	FY 2019	FY 2018
Revenue from Operations	3,58,02,941	6,26,94,714
Other Income	19,79,366	19,00,198
Total Revenue	3,77,82,307	6,45,94,912
Expenses	3,63,16,942	5,72,42,413
Profit Before Tax	14,65,365	73,52,499
Tax Expense	3,13,324	5,48,947
Profit for the Period	11,52,041	68,03,552
Basic EPS	0.23	1.35
Diluted EPS	0.23	1.35

Placement, QIP, Direct Listing, Delisting, Buy Back, Takeover, Mergers and Acquisitions, etc. CCAPL's growth is driven by strong focus on IPO readiness and IPO co-ordination services for the Main Board. Valuation services provided to various sectors of the industry has also added value to the operational and financial performance of the Company. We promote Companies in improving their compliance and corporate governance through our advisory and consultation services led by a team of expert professionals, yielding optimum results for our clients.

On the Debt Syndication front, the team has successfully created a robust and vibrant edge through its initiative on advisory for working capital and project finance segment. We have an in-house team of professionals competent to structure, advise and execute the debt proposals in the best possible TAT. We are well networked with the top management teams in almost all financial institutions in the country including Banks, NBFCs and Fund Houses. We understand the requirement of the client, conduct internal due diligence, prepare and circulate the Information Memorandum ensuring coordination with all lenders and investors with an objective to achieve consensual terms and conditions.

The Business performance in the last year/ Financial Highlights/ the year at glance

In FY2019, the total revenue reported decline of 41.51% over the previous year to Rs 377.82 Lakh with revenue from operation amounting to Rs. 358.03 Lakh due to decrease in equity capital market activities.

Net profit for the year ended March 31, 2019, decreased and stood at Rs. 11.52 Lakhs, as compare to the net profit of Rs. 68.03 Lakhs for the year ended March 31, 2018 on account of decrease in revenues due to muted equity capital markets.

Way forward Statement

Fy2020, in all respect, will be turning point for our company. Not only will the financials improve going forward, efforts will also be directed to achieve a more sustainable mix of business. The budget proposal of increasing the minimum shareholding of the public in listed companies will seek a tremendous increase of disinvestment by the promoters which subsequently will increase an Offer for Sale (OFS) products or delisting of companies. Taking cues from the last year and the recent developments in economy, the company has set a goal to achieve a healthy growth rate in FY 2020.

Products like Private Infrastructure Investment Trusts (InvITs) and Real Estate Investment Trusts (REITs) are expected to be in vogue due to increased interest of such products by foreign investors. Also,

buybacks are gaining popularity in Indian Capital Markets which can be used to repay the shareholder instead of dividends. Further, the Company will continue its pursuits with the focus on IPO readiness and IPO co-ordination services for the Main Board. Our sector expertise, corporate relationships, and ability to navigate across varied stakeholders will help us benefit from increase in capital market transactions and in growing our advisory business.

Debt Syndication

Despite challenging macro environment post GST & Demonetization, the things are going to fall in right direction in the times to come. The new majority government is focused on MSME which constitute 45 % of the country's GDP and has huge potential for employment generation. The Budget this year has a major thrust on promoting MSMEs. We are focusing on providing solutions to these enterprises mainly on Finance front in coordination with Banks, FIs and Various SME centric government bodies and Financing institutions. We look forward to leverage our pan India network and our relationships with Banks/FIs to bring makeable difference to help MSMEs come out of their financial woes.



RETAIL LOANS

The retail Loan Services are provided through our subsidiary M/s. Choice Corporate Services Private Limited.

Choice corporate services private limited is a name that is common in day to day life. We at Choice corporate believe in serving the customers on priority. We understand the necessities and craving for those who are looking for affordable and flexible loans.

Choice corporate - A corporate DSA working PAN India, serving people for affordable loan service such as - Home Loan, Personal Loan, Business Loan and Loan against property are a few to count. Our motto is to offer better ROI for loans in comparison to prevailing market structure. We understand customers' needs therefore empaneled with voluminous Bank & NBFC all over India, aiding in getting maximum loan amount with minimal rate of interests

Who We Are?

We ensure you have the money you need when you need it!

Choice corporate is an Indian company located in various locations of India & headquartered in Mumbai. We are a reputable name in the loan offering industry with an aim to offer user-friendly loan service to our valuable customers; we have an expert team of well-trained staff that helps you in getting loan quickly and without any hassle. Our team work to get you the best loan and aim to obtain competitive rates.

Business performance in the last year

In FY 2018-19 we were operational in various locations in PAN India and disbursed Rs. 170 Crs marking a new high on YoY basis.

New Launches

In this digital era, we will lack behind if we are not going upgrade our self on digital world. In FY 2019-20 we have recently renewed our focus in retail business and in continuation with our focus we have launched our platform Choice Connect which provides opportunity to any person to generate/ refer business for Retail Loans where every leads will be tracked and monitor on daily basis so as to maintain TAT.

Comparison with the peer group

Today market is so competitive that we need to take primitive measures to stay ahead of our completion Here are some reasons why people rely on us:

- Foremost reason is that we are offering our customers personal assistance that means they are interacting an individual instead of any robot misguiding you in numbers.
- There are various competitors such as Direct Sales agents, Chartered accountants as well as small time agents/connectors who work on reference basis for small commission
- There are also few online portals who invite customer online to apply for loans and thereby pass the same lead to bankers and NBFC's.
- We are currently working on Offline model and plan to compete the online team players of the market too in near future. But we have already started Choice connect for tracking, monitoring and generation of leads.

OUR STANDING IN THE INDUSTRY

We have a long list of satisfied and happy customers. As we are always ready to offer the best of best services to our valuable customers -

- We provide E2E services to our customers from loan documentation till the disbursement of cheque.

Way forward Statement

In forth coming years we are targeting to serve people in the remotest locations of India and for that we are aggressively working and building a team of supporting members through our ONLINE portal and also as a way forward strategy we are in talks with banks to integrate their API with our Choice connect system so that disbursement TAT will be minimize.

GOVERNMENT CONSULTANCY

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from the Government for initiating policies that

ensure time bound development of world class infrastructure. The thrust of the Government on roads & highways, water management systems, affordable housing, smart city infrastructure, solar energy, power transmission & distribution, environment & solid waste management etc., has created enormous opportunities in the domestic market during the year.

Some positive effects have already started being felt through recent reforms such as GST, demonetisation and IBC which have resulted in higher tax collection, gradual formalization of economy and the consequent widening of the tax base. This is likely to give Government better corpus to allocate higher levels of funding for essential infrastructure projects. Apart from that increased allocation of share of revenue to states and larger quantum of funding from international development agencies like World Bank & ADB have provided robust financial platform for building infrastructure facilities in the country.

The Government Consultancy services are provided through our subsidiary M/s. Choice Consultancy Services Private Limited".

BUSINESS OVERVIEW

Choice International Limited runs its rapidly growing consultancy business through 'Choice Consultancy Services Private Limited' (CCSPL), a wholly owned subsidiary, with presence in segments like-

- Roads, Highways & Bridges
- Affordable Housing
- Water Management
- Urban Development & Sustainability
- Environment & Solid Waste Management
- Public Financial Reforms
- Information Technology

CCSPL's business undertakes surveys & investigations, planning, design, feasibility study, detailed project report, project management consultancy, authority engineer, independent engineer, construction supervision, quality control and road safety audit.

Owing to the increasing budgetary spending by the Government on development of roads & highways, water management, smart city infrastructure etc., we expect to witness good growth in the coming years. Government's initiatives such as Gram Sadak Yojna, Bharat Mala, Highways Development, Housing for All, Smart City Mission, Clean India Mission, Clean Ganga Mission, Nal Se Jaal, Green Energy etc., have unlocked bunch of opportunities in the aforesaid segments. CCSPL, being a growing firm, is well aware of these opportunities and committed for effective participation in Government's growth plans.

Our standing in core business segments:-

Roads, Highways & Bridges

During FY 2018-19, we have secured several work orders for providing consultancy in DPR preparation and independent engineer services under Roads & Highways segment in the State of Maharashtra. We are already rendering our services to Public Works Department of Assam, Manipur, Himachal Pradesh, Rajasthan and Karnataka. As the Government continues investments in the segment, we are focusing on more opportunities across the Country in various States.

Affordable Housing

The Government has given infrastructure status to affordable housing and launched nationwide scheme of "PMAY-Housing For All" which aimed to bring houses within reach of lower and middle class population. We are already rendering planning and PMC services under this segment to ULBs in the states of Odisha, Madhya Pradesh & Chhattisgarh.

Water Management

Water management is need of hour, although the Government has set up piped water supply systems in most cities, but a large part of semi-urban and rural areas are not covered by these. Piped sewerage systems feeding into large treatment plants exist only in bigger cities and metros. Most cities have septic tanks or local waste management. Hence there are opportunities in this area for providing water infrastructure facilities.

CCSPL had been in operations in Jharkhand & Madhya Pradesh and is identifying more opportunities in the segment.

Smart Cities

The Government has launched Smart City Mission for developing 100 cities across India, the cities have already been shortlisted and amongst them several cities have come up with RFPs and a lot of them are likely to follow in 2019-20. Equipped with diversified Smart offerings, CCSPL is well placed to address such opportunities.

CCSPL business is also expanded in segments such as solid waste management, public financial reforms and urban development in the states of Rajasthan, Karnataka, Himachal Pradesh, Madhya Pradesh, Assam, Jharkhand, Chhattisgarh, Odisha and Maharashtra.

Past few years witnessed significant initiatives being taken by the Government for overall infrastructure development of the country, such initiatives create wide range of opportunities for consulting firms. Further, emergence of new participants in the industry developed a competitive market. In such scenario, maintaining quality of services at optimum cost is necessity to sustain. As compared to peer group, we have developed a niche for ourselves in the industry, by adopting a rational bidding process without compromising with the quality of services rendered by us. We have JVs or Association with other firms for business synergies.

With a vision to penetrate substantial market in India, we are moving ahead by identifying more opportunities and making them profitable business for the Organisation.

ITS SOLUTIONS

IT INDUSTRY IN INDIA AND IT & S MARKET SIZE

According to the IBEF Report, "India's IT & ITeS Industry grew to US \$181 billion in 2018-2019. Exports from the Industry increased to US \$137 billion in FY-19 while domestic revenues advanced to US \$ 44 billion. Spending on IT in India is expected to grow over 9% to reach US \$87.1 billion in 2018. Revenue from the digital segment is expected to comprise 38% of the forecasted US \$350 billion industry revenue by 2025."

Between April 2000 - December 2018, the Department of Industrial Policy and Promotion (DIPP) stated that - "the Software and Hardware Sector attracted foreign direct investment worth US \$ 35.82 billion."

The Government of India has also been taking several initiatives to promote the IT Sector in India. Where the Union Budget 2018 - 2019, witnessed NITI Aayog proposing the setting up of a National level programme to leverage all Artificial Intelligence (AI) related works in the country. Simultaneously, the Indian Government also planned to launch a National AI Programme and set up a National AI Portal during the Interim Budget 2019 - 2020.

(Source - <https://www.ibef.org/industry/information-technology-india.aspx>)

OUR INFORMATION TECHNOLOGY VERTICAL - CHOICE TECHLAB

One of the subsidiaries of the Choice Group of Companies, Choice TechLab Solutions Pvt. Ltd. (ISO 9001:2008, ISO/IEC 27001:2013, CMMI Level 3 certified) is a Product/Software Development and IT Service Provider in India. Up so far, it has built a niche in the Government and Finance Sector and is scaling up in the Real Estate and Educational domain as well; to plan, ideate and execute the digital transformation journey for its clients. Guided by a value-added system, our Information Technology vertical upholds the vision to deliver the best solutions leveraging technology.

Some Of The Main Services Of Choice Techlab Include:

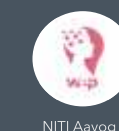
- Database Administration
- Software Development

Choice TECHLAB

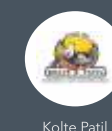
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SERVICES



NITI Aayog



Kolte Patil Developers Ltd.



Unique Identification Authority of India



Centre for Advancement of Digital Financial Inclusion



Choice Broking Pvt. Ltd



Choice Wealth Management Pvt. Ltd.

<https://choicetechlab.com>

+91 6607 2424

- Product Development
- Cloud Architecture
- Data Analytics
- IT Security
- DevOps

Latest Technology Stack Used:

- Microsoft (Microsoft .NET, .NET Core and Windows Azure)
- Java (Hibernate, Maven, Spring and Spring Boot)
- Mobile (iPhone, Android and Ionic/Cross Platform)
- Open Source (Angular, Java, PHP, Python and Node.js)
- Web/Frameworks (WordPress, Magento, Laravel, Yii Framework, Symfony and CodeIgniter)
- Databases (Microsoft SQL Server, MySQL, PostgreSQL and MongoDB)
- DevOps (Google Cloud, Apache, Jenkins, Graylog, Nginx, Nagios, Amazon Web Services and Stack)
- Data Science (Firebase, Data Studio and Google Big Query)

1. Investica - Choice Wealth Management Pvt. Ltd

Investica is an Online Mutual Funds distribution platform developed in association with Choice Wealth Management Pvt. Ltd. A journey that began 2 years ago, has entirely automated the Mutual Funds Investment at Choice Group. With more than 3.5 Lakh Installs and 1 Lakh Users, Investica stands tall as one of the fastest growing platforms in India. Furthermore, Investica has also enabled the Choice Group to bring the servicing cost down by 70%. Ease of use and an intuitive interface help Investica's customers transact seamlessly and manage their investment portfolios conveniently. It also provides research-driven customized investment options such as Baskets and Goals to help users decide where exactly they should invest to get good returns. The online platform helped the Choice group to transfer their 85-90% of client base online and the user acquisition rate increased drastically in less cost.

2. Neuron - Choice Broking Pvt. Ltd & Choice Wealth Management Services

A back-end system that has helped streamline operations (RMS, Back Office, Payment Gateway, KYC System and Onboarding) for Jiffy and Investica by integrating multiple systems with a single user; thereby, eliminating the need to use several systems for various operations. This has helped our business verticals reduce the operation time by 40-50 percent. It has further allowed for effortless management of various operational activities on a daily basis and the earlier challenge of 'no business visibility and performance metrics' has been resolved. Along with this, it has enabled seamless support management with customer profiling and further made it easier to evaluate performance at the employee level to ensure timely achievement of targets. Future plans include delivering mass personalization and AI Support that allows for reduced waiting time and user profile based guidance and support.

3. Miri - Kolte Patil Developers Ltd.

An Infrastructure ERP built in collaboration with one of the oldest and most prominent real-estate developers in India, i.e., Kolte Patil; for real-estate operations management. Delivering an integrated suite of business applications, which includes the Budgeting Module, Business Pivot Module and Share Module for Reports along with the implementation of the critical path algorithm, Gant Chart as well as the Dynamic Organisation Chart (Contracting Organogram) has earned them immense appreciation from their client.

4. Inventory Management - IIIT Naya Raipur

An Inventory and Expense Management System developed in association with IIIT Naya Raipur. The system has helped streamline expense workflow, i.e., Expense, Issue and Reporting.

Further, key calculations such as Stock Transactions are managed effectively to achieve accurate results for each flow.

5. Property Tax Management System - Patna Municipal Corporation

The Property tax management system has helped to overcome losses that were incurred due to lack of property information, improper records, manual reports and a decentralized property tax system. The web and mobile application automates the entire process that earlier was a source of concern owing to its manual nature. The mobile app is used for surveys to assess properties and update it in the system real-time. Further, it ensures smooth operation via its hierarchy based approval system, automated demand generation, payment collection and effortless tracking via run-time reports & analytics. Additionally, it is proven favourable for citizens as well due to its online payment facility and a grievance portal. The Property Tax Management system has helped overcome losses that were incurred due to lack of property information, improper records, manual reports and decentralized property tax system.

1. UIDAI - S. K. Patodia & Associates

An accounting and payment process management system for UIDAI developed in association with S.K. Patodia & Associates. The system increases time efficiency when it comes to handling multiple transactions by automating all budgeting and accounting related tasks. It has further streamlined deployment of manpower and enabled efficient tracking of expansive amounts of data via MIS Reports and a customized dashboard.

2. Choice Connect - Choice Retail Solutions Pvt. Ltd.

The Choice Connect Web Application assists users from all over India to collaborate with Choice Group and serve their customers with the services and expertise offered by Choice Group. Serving as a single point for accessing information and services pertaining to registered users and customers, the software manages a centralized tracking of all the inquiries raised, along with the commission and invoice to be generated for successful conversion of the enquiry to the lead.

Their growth trajectory is noticeable in the number of projects undertaken in a multitude of sectors such as Finance (NBFC), Government, FMCG, Education as well as Real Estate. Apart from the ones mentioned above, some other projects of Choice TechLab include - E-Billing System, PMAY Survey App, Caddwell, Lions Club, Digital Canteen, Internal Accounting Audit and S. K. Patodia (Web Platform) among others.

WAY FORWARD STATEMENT

Handling a multitude of projects, combined with a practice of 'validated learning' has positioned them well in collaborating with their clients to aid them in their transformation journeys. With the mission to operate on the Lean Startup methodology and a vision to explore the overseas market as well; Choice TechLab has expanded exponentially. The employee strength has grown from 10 employees in 2016 to 100+ employees in 2019. Further, they have branched out from Mumbai to Pune and will be expanding to Bangalore as well.

Rooted strongly in Financial Technology, Choice TechLab is also leveraging technological solutions in other sectors as well. Going forward, their major focus in technology is going to be Angular, Ionic, Serverless Architecture as well as Machine Learning and Big Data (which will be a core part of the Choice Group). Further, they are collaborating with multiple ULBs in Bihar and Chhattisgarh to create an umbrella system to track revenue (Property Tax) as well as track expenses against various shares and allotted funds (E-Bill). Automation of GIS based property data collection with efficient and scalable use of drone technology is also in the pipeline. Going ahead, they will be adopting a multi-lingual approach for all the platforms, to cater to the 2-tier and 3-tier cities to expand their client's customer base in India. The coming year will also see them exploring the international markets and focusing on acquiring clients overseas.

CHOICE CONNECT

Choice Connect is backed by Choice group, a financial conglomerate which is working from last 25+ years as a hub for providing end to end financial services across India.

Choice Connect was launched on Jan 01, 2019 with a thought of being One Stop Financial Choice for any person which is in line with the vision of Choice Group. Choice Connect offers a unique online platform where it provides access of services like Insurance, Loan, Mutual Fund and Stock Market to its partners known as Choice Business Associate "CBA". Choice Connect is an empowerment initiative which allows its partners to create a sustainable livelihood without any investment. Through Choice Connect anyone can become entrepreneur and can work on his own will.

In India, there is an untapped potential in the Tier 2, Tier 3 cities where quality Financial services are not available due to restriction in the form of resources and location. Further, the representatives of financial services have access of just one or two financial service which constraints customer reliability.

Taking heed to this disparity in the distribution of financial services in India, with Choice connect we aim to pivot our efforts to offer a sole portal for services like Loans, Insurance, Mutual Funds and Stock Market.

Choice Connect through has enrolled new partners under its Digital Partner Program has reached out to more than 8000 partners within a span of 8 months i.e. August 30, 2019. The CBAs are adding layer in client servicing and we are proud to inform that with 8 months of launch we are able to reach out to 6000+ customers by providing multiple services to them.

Start your Journey of Financial Independence with Choice Connect.

Selling single platform for multiple products



No
Registration
Charges



Work
Anytime,
Anywhere



Earn more
by selling
Multiple
services



Get
customer
now and earn
for lifetime

We are happy to help you

www.choiceconnect.in

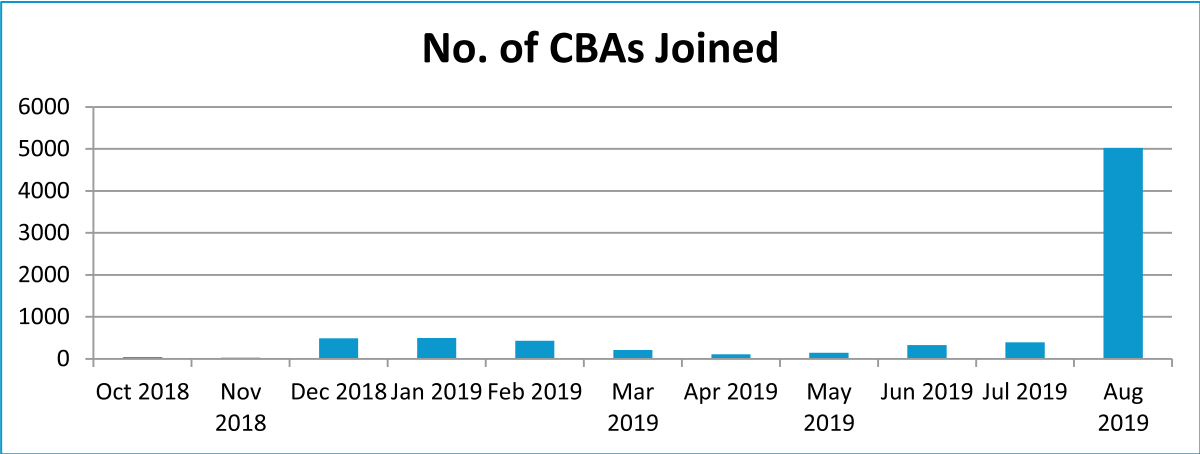
+91 81242 42424

support@choiceconnect.in

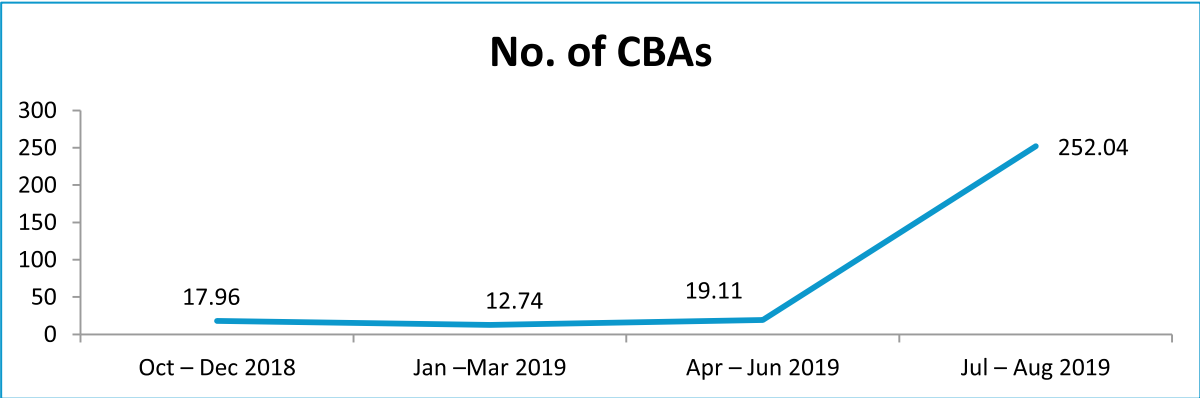


Choice Connect - Performance Report

No. of CBAs added:



We are working towards increasing the number of CBAs added in a day and the current average has increased in each quarter.



INTERNAL CONTROL SYSTEM AND POLICY

Effective internal control reduces the risk of asset loss, helps to ensure that information is complete and accurate, financial statements are reliable and reported accurately in a timely manner, and operations are conducted in accordance with the provisions of applicable laws and regulations.

The Company maintains adequate internal control systems commensurate with the nature of business, size and complexity of its operations. The Company has well established processes, guidelines, and procedures to augment internal controls. Adherence to these processes is ensured through frequent internal audits. Any deviations are reported to the Management.

Internal Auditors review systems and operations of the Company and ensure that the Company is functioning in accordance with all the applicable statutes. Any internal control weaknesses, non-compliance

with statutes and suggestions for improvements in existing practices are reported by the Internal Auditors.

The Internal Audit Report is reviewed by Statutory Auditors while performing audit functions to confirm that there are no transactions conflicting with the interests of the Company and regulatory stipulations. The Audit Committee reviews the Internal Audit Report and the quarterly Compliance Report placed before the Committee and ensures that observations pointed out in these reports are addressed in a timely and structured manner by the Management. The Audit Committee reviews an Action Taken Report (ATR) which states the points needing correction and the action taken on the same.

Adequate Internal Control system to commensurate with nature of business and size of operations for ensuring includes:

- Orderly and efficient conduct of Business
- Adherence to company's policies and procedures
- Safeguarding all our assets against loss from unauthorised use or disposal
- Prevention & detection of fraud & error
- Accuracy and completeness of accounting standards

Your Company believes that Human Resource is important to the

HUMAN RESOURCE

organizations in myriad areas, ranging from strategic planning to company image. The purpose of Human Resource development is to provide the "Coaching" needed to strengthen and grow the knowledge, skills, and abilities that an employee already has.

At Choice we believe that employees are the most treasured possessions and Crucial Players for the growth and Success of the Business. Employee Engagement activities are done on regular basis to create a healthy environment and foster happiness at workplace.

Knowledge Upgrade is one of the core elements in our Employee Life cycle process. The goal of development and training is to make employees even better at what they do. The Company as a structured induction process at all locations and management development programs to upgrade skills of managers.

The Company has continued to conduct various employee benefit, recreational and team building programs to enhance employee skills, motivation and in all to foster team spirit.

The Company is committed to fostering, augmenting and holding its top talent of the Company. This is done through our regular Rewards and Recognition Programs conducted on regular basis.

RISK EVALUATION & MITIGATION

A Risk Management Policy for the Company has been adopted by the Board of Directors. The Board sets, approves the charter and objectives for Risk Management and Risk Philosophy. The Risk Management Committee of the Board is set up to assist the Board in its oversight of various risks, review and analyse the risk exposure related to specific issues, provide oversight of risk across the organisation and review the risk profile of subsidiaries.

Risk is an integral part of the Business which aims at delivering superior shareholder value by achieving an appropriate balance between risks and returns. A comprehensive Enterprise Risk Management Framework has been adopted which lays down the guidelines for risk identification, assessment and monitoring in line with the strategies business operations of entities in the group.

Today's Financial services company operate in an increasingly complex competitive and continuously evolving regulatory environment, where the ability to manage risks across geographic boundaries, products, customer segments is of supreme importance for the effective growth of the organisation.

The Company being an Holding Company with no operating Business on standalone basis derive its income mainly from dividend, interest

and capital gains and hence is not directly exposed to many risks. The risk for the Company is mainly associated with the business of its various operating segment through its subsidiaries operating within the group.

The group Business is exposed to many internal & external risks. A team of experienced people within the organisation identify & monitor these risks as an on-going process to monitor and control the same to keep the risks at minimum level. On- going monitoring by our officials help in identifying the Risk at an early stage. The reports of the internal auditor s is reviewed and discussed by the Audit Committee of the respective operating companies including the review by your Company's Board.

1) Regulatory Risk:

Regulatory risk is the risk arising out of a change in laws and regulation governing business. It could also arise on account of inadequate observance of regulatory requirements or differences in interpretation of regulations vis-à-vis the regulators. New laws or regulations or changes in the enforcement of existing laws and regulations may adversely affect business/ revenue/profits.

Risk mitigation: The Company has a team of experienced professionals who take care of compliance with applicable laws, rules, regulations, and guidelines affecting our business. The team is strongly supported by our Corporate Functions team to quickly calibrate the action in case of a change in regulation. All the new guidelines, circulars, notifications are complied with. Formulation of the policies as well as its implementation is taken due care of. Internal audit is also carried out to monitor compliance with best practices, approved policies, and applicable regulations.

2) Liquidity Risk

Liquidity Risk is the risk arising due to unavailability of adequate funds at appropriate prices or tenure. It also refers to the risk that arises from the difficulty of selling assets without high impact cost.

Risk Mitigation: We have strong financial position and all our businesses are adequately capitalised, have appropriate credit lines available to address liquidity risks. We also maintain a part of our capital in liquid assets to manage any sudden liquidity needs.

3) Market Risk / Price Risk

Market risk is the risk arising from the adverse movements in market price for various securities, which may impact value of portfolio of investments in securities, which may impact value of portfolio of investments in securities.

Risk Mitigation: Our Portfolios and collaterals / securities are continuously monitored.

4) Product risk:

Product risk refers to the risks arising out of the products a company offers to its customer in the market.

Risk mitigation: The group offers its customers a well-diversified product range in line with customers need and market conditions. The Company offers brokerage, mutual fund distribution and portfolio management to its customers. This diversification and product range helps the Company reduce risks arising out of products.

5) Operational Risk

Operational Risk can result from variety of factors including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security





procedures, computer systems , software or equipments fraud, in adequate training and employee errors. Our businesses are dependent on people and processes. Shortcomings or failure in internal processes or systems may have material adverse impact on the financial position as well as affect its operation.

Risk Mitigation: Well defined policies, operational processes and systems have been devised for our operations. Regular audit are done by internal auditors to monitor the adherence of policies and processes. Maker/ Checker mechanism has been put in place to ensure compliance with laid down systems and procedures in all areas of functioning of the Company.

Also the Company's key management team consists of professionals of high level of commitment and the team is well versed in the key issues relevant to the holding company structure.

6) Business Continuity Risk

In the event of disruption in the conduct of business due to incidents like fire, natural calamity, breakdowns of infrastructure etc. We are exposed to risk of loss data, clients or business that can adversely affect our financial results.

Risk Mitigation: Policies on Preservation of documents and records are laid down by the Company and the internal checks are kept at regular intervals.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objective, projections, estimates and expectations may be "forward looking Statements" within the meaning of applicable laws & regulations. Actual results might differ substantially or materially from those express or implied.

On behalf of the Board of Directors

Sd/-
Kamal Poddar
(Managing Director)
DIN No: 01518700
Mumbai:
August 30, 2019

Sd/-
Ajay Kejriwal
(Director)
DIN No: 03051841



CORPORATE GOVERNANCE REPORT

“Undertaking the business more through principles than rules”

- Corporate Governance maxims



Corporates have become an influential and dominant institution. They have reached to every corner of the globe in various sizes, capabilities and influences. Their governance has influenced economies and various aspects of social landscape. Moreover with the emergence of globalization, there is greater liberalisation and less of governmental control, which results in to a greater need for accountability. Hence, corporate governance has become an important factor in managing organizations in the current global and complex environment.

Corporate governance is the way a corporate's rules itself. It is a method of governing the company within the boundary of its policies like a independent state, establishing its own customs, policies and laws to its employees from the highest to the lowest levels. Corporate governance is intended to increase the accountability of your company and to avoid colossal mishaps before they occur.

Corporate Governance refers specifically to the set of rules, controls, policies, and resolutions put in place to dictate corporate behaviour. Corporate governance is the system of rules, practices, and processes

by which a company is directed and controlled. Corporate governance essentially involves balancing the interests of a company's and its various stakeholders, such as shareholders, senior management executives, customers, suppliers, financiers, the government, and the community.

Since corporate governance also provides the framework for attaining a company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure.

Most companies strive to have a high level of corporate governance. For many shareholders, it is not enough for a company to merely be profitable; it also needs to demonstrate good corporate citizenship through environmental awareness, ethical behaviour, and sound corporate governance practices. Good corporate governance creates a transparent set of rules and controls in which shareholders, directors, and officers have aligned enticements.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

“Our World may have changed but the importance of Integrity has not”

At “Choice” Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. At Choice, Corporate Governance is about upholding the highest standards of integrity, transparency and accountability. We at “Choice” believe that it is essential for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. We maximize shareholders value while safeguarding and promoting the interests of other stakeholders and maintaining steadfast commitments to ethics and code of conduct. Our corporate governance framework is a reflection of our culture, our policies, our relationship with stakeholders and our commitment to values.

The fundamental objective of corporate governance is to boost and maximize shareholder value and protect the interest of other stakeholders. We at “Choice” believe in retaining and enhancing stakeholder trust for sustained corporate growth. We truly believe in adherence to the law not only in letter but in spirit of doing the Business in a right way.

Standard Criteria of our Corporate Governance Philosophy:

- Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements.
- Deploying well defined governance structures that establishes checks and balances and delegates decision making to appropriate levels in the organisation;
- Respect, accountability and fairness towards all stakeholders.
- Engaging a diverse and highly experienced Board of Directors, with expertise in industry, finance, management and the law;
- Clear communication of relevant information and high degree of disclosure levels.
- Create value for all stakeholders without compromising on ethical principles.
- Making high levels of disclosures for dissemination of corporate, financial and operational information to all its stakeholders;
- Adoption of transparent and robust systems, processes, policies and procedures;

The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital, not only for the healthy and pulsating corporate sector growth, but also for inclusive growth of the economy. The Company has always been attentive on good Corporate Governance, which is a significant driver of maintainable corporate growth and long term value creation for its stakeholders. The Company has measures to periodically review and revise the Corporate Governance practices by subjecting business processes to audits and checks that measures up to the required standards.

The Company believes that Corporate Governance is not just limited to creating checks and balances; it is more about creating structural excellence leading to increasing employee and customer satisfaction and shareholder value. The Company always endeavours to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

“Choice” is in full compliance with the Corporate Governance practices, norms & disclosures with respect to Listing Regulations with the Stock Exchange. The company has a practice of reporting the Financial results and other relevant disclosures/ developments in a clear and timely manner through print and electronic media.

GOVERNANCE STRUCTURE

At the helm of the Corporate Governance drill is the Company's

“Board”. The Board provides tactical direction to the company's senior management and oversees the interests of all stakeholders. It reviews corporate policies, overall performance, accounting and reporting standards and other significant areas of management, corporate governance and regulatory compliance.

THE ROLE OF BOARD OF DIRECTORS IN THE CHANGING BUSINESS ENVIRONMENT

It takes some combination of people, rules, processes and procedures to manage the business of a company. This is how zealous of Corporate Governance is rooted. Corporate governance forms the basis for corporations to make decisions that consider many environments, including economic, social, regulatory and the market environment. Ethical behaviour followed by business principles, with the goal of creating long-term value and sustainability for all stakeholders forms the basis of Corporate Governance.

Good corporate governance relies on distinct differences in the roles between board directors and managers. The Board plays a dominant auxiliary and regulatory role in the Corporate Governance structure, provides leadership and guidance to the management and oversees the execution of the strategies.

At “Choice” the Board is trusted for the ultimate responsibility of the Management, Directions and performance of the Company. As its principal role the Board is entrusted with the duty of providing strategic direction to the Company's senior management and oversee the interest of all the stakeholders. The Board reviews Corporate Policies, overall Performance, accounting and reporting standards and other significant areas of Management, Corporate Governance and regulatory compliance. At “Choice” the Board has an optimal combination of Executive and Non - Executive Director(Independent Director's) who have considerable expertise in their respective fields as per the requirement of Company's Business.

Specific matters reserved for the Board's Consideration and decision are as follows:

- To determine the Company's objectives, missions, strategies, policies and business plans and monitor their implementation
- To set appropriate policies to manage risks in pursuit of the Company's strategic objectives
- To ensure the integrity of the Group's accounting and financial reporting system and compliance with the relevant laws and standards, and that appropriate internal control systems are in place, including systems for risk management, as well as financial and operational control
- To appoint key senior executives
- To ensure timely and accurate disclosure to and communications with stakeholders
- To ensure the adequacy of resources, and staff qualifications and experience of the Group's accounting and financial reporting function

COMPOSITION OF BOARD OF DIRECTOR

As on the date of this Report, the Board Comprises of 7 (Seven) Directors of which 4(Four) are Non - Executive Independent Director ,(1)One is a Non- Executive Women Director and 2(Two)Executive Director out of which one is a Managing Director. The Independent Director's constitute 57% of the Total Members of the Board of your Company. The composition and size of the Board is reviewed periodically.

The Board is entrusted with an ultimate responsibility of the Management, Directions and Performance of the Company. The Board Periodically evaluates the need for change in size and Composition.

The Composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulation read with section 149 of the Companies Act, 2013.



INDEPENDENT DIRECTOR & THEIR ROLE

The need for the independent directors can be established by the fact that they are expected to be independent from the management and act as the trustees of shareholders. The principle of corporate governance brings about a need for supervision over the activity of the management and bring about a sense of accountability so that the interest of the owners are safeguarded and that the management should observe and follow ethical standards in its dealings and should keep informed all the interested parties thereby bringing about transparency in the functioning of the company.

Independent Directors plays a vital role in ensuring Corporate Governance in a company. It is said that if the board of directors consists of right mixture of executive and non-executive directors and among the non-executive directors, it comprises of independent directors who could discuss without any bias matters pertaining to company affairs, good governance would automatically follow.

The rationale behind having independent directors is that it would increase the quality of board supervision and reduce the possibility of damaging conflict of interest. The role of Independent Director is to act as a guide to the Company. The role broadly includes improving corporate credibility and governance standards functioning as a watch dog and playing a vital role in risk management.

The Company has on its Board, prominent Independent Directors who have brought independent Judgement to Board's contemplation. The Independent Directors have played a pivotal role in safeguarding the interest of all stakeholders.

INDEPENDENT DIRECTOR'S MEETING:

During the Year under review, the Independent Directors met on May 29, 2019 inter alia to

- Review the performance of the Non-Independent Director and the Board as a whole.
- Review the performance of the Managing Director of the Company taking in to account review of the Executive and Non - Executive Directors
- Weigh the quality, quantity & timelines of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

DECLARATIONS:

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 & the Listing Regulations. Based on the Declarations received from the Independent Directors, the Company has verified the accuracy of such disclosures and confirm that the Independent Directors fulfil the conditions of Independence specified in the Listing Regulations and are independent of the management of the

Company. The Company has issued formal appointment letters to all the Independent Director in the manner provided under the Companies Act, 2013 read with Rules issued thereunder. A sample letter of appointment / re- appointment containing the terms and conditions issued to Independent Directors, is posted on the Company's website www.choiceindia.com.

NUMBER OF INDEPENDENT DIRECTORSHIP:

AS per Regulation 17 A of the Listing Regulations, based on the Intimations/ disclosures received from the Directors, none of the Independent Director serve as an Independent Director in more than seven Listed Company. The Managing Director of the Company does not serve as an Independent Director in any Listed Company.

The Board has identified the following skill set with reference to its Business and industry which are available with the Board: available with the Board:

Name of the Director	Expertise in Functional Areas
CA Kamal Poddar	Finance & Business Management
CA Ajay Kejriwal	Finance, Taxation & Management Practices
Mrs. Hemlata Poddar	Human Resource
Mr. Ashok Kumar Thakur	Finance & Management
Mr. Debkumar Goswami	Finance & Taxation
Mr. Kanhaiyalal Berwal	Social Responsibility & Human Resource
Mr. Bharat Kumar Shah	Business Development

BOARD MEETING

The Board Meets at regular intervals to discuss and adopt the business strategies, policies, risk management, financial results / performance of the Company and its subsidiaries. The Board Meetings are pre scheduled and a tentative annual calendar of the Board Meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly. In case of business constraints the Boards approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting.

The notice and detailed Agenda along with relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performances of the Company in comparison to set targets/ available resources.

The Board Meeting are generally held at the Registered Office or in the nearby vicinity of the Registered Office of the Company. Four Board Meetings were held during the Financial Year under -review i.e 2018-19 May 30, 2018, August 09, 2018, November 12, 2018 & February 11, 2019. The Meetings were held at least once in a quarter and the time period between two meetings did not exceed 120 days. The details of attendance of the Director at the Board meetings held during the financial year 2018-19 and at the last Annual General Meeting are given below :

Name of the Director	Number of Board Meeting Held	Number of Board Meeting	Attendance Attendance at the previous Annual General Meeting Held in the Year 2018
Mr. Kamal Poddar	4	4	√
Mr. Ajay Kejriwal	4	4	√
Mrs. Hemlata Poddar	4	3	√
Mr. Debkumar Goswami	4	4	√
Mr. Ashok Kumar Thakur	4	4	√
Mr. Kanhaiyalal Berwal	4	2	√
Mr. Bharat Kumar Shah	4	4	√

FLOW OF INFORMATION

The agenda items for Board/ Committee meetings are finalised by the Company Secretary in consultation with the Chairman. The detailed Agenda, setting out the business to be transacted at the Board/ Committee meetings supported with relevant presentations, explanatory notes and executive summaries is sent to each Director at least seven days before the date of the meetings. In addition to the items which are required to be placed before the Board for its noting and/ or consideration / approval Information is provided on various significant items.

With regards to matters requiring the approval of the Board, all the concerned person communicate with the Company Secretary in advance to enable inclusion of such matters in the agenda for the Board/ committee meetings. Where it is not practicable to circulate any document or if the agenda item is of a confidential nature, the same is sent separately or tabled at the meeting, as the case may be. In special and exceptional circumstances, consideration of additional or supplementary items is taken up with the permission of the Chairman and with the consent of the majority of the Directors present at the Meeting. The senior officials of the Group are invited to the Board meetings in respect of the items concerning them to provide additional inputs as and when necessary.

The Agenda for the Meetings of the Board and its Committees are circulated in advance to the Directors to ensure sufficient time is provided to Director to prepare for the meetings. The Board meets at least once in a quarter inter alia to review quarterly standalone and consolidated financial results, compliance report(s) of all laws applicable to the Company, major legal issues or regulatory development , minutes of the Board Meetings of Subsidiary companies, significant transactions and arrangements entered in to by the unlisted subsidiary companies, risk management, borrowings, Joint ventures or any other proposal from the management regarding mergers, acquisitions, restructuring of investments etc.

The draft Minutes of the Board and Committee meetings are circulated amongst the Directors/ Members for their perusal and comments. Suggestion if any, received from the Directors/ Members are suitably incorporated in the draft Minutes, in consultation with the chairman of the Board/ Committee. Minutes are generally signed by the Chairman of the Board/ Committee at the next meeting.

The Company has an effective post meeting follow up review and reporting Process. The decisions taken by the Board/ Committees are communicated to the respective departmental heads for their implementation. The implementation of the decisions of the previous Board Meeting is placed in the next Board Meeting.

AVAILABILITY OF INFORMATION TO THE BOARD

The Board has unrestricted access to all Company related information. At Board Meetings, managers and representatives who can provide additional insights in to the items being discussed are invited. At the Board Meetings, presentations are made by the Senior Management & the Business Heads of the Company and its subsidiaries. The Board periodically reviews and takes note of, all the compliances confirmations in respect of laws and regulations applicable to the company. The annual operating & Capital expenditure plans and budgets, unaudited / audited financial results, minutes of the board Meetings of the unlisted subsidiaries including the summary of the key decisions taken by their respective boards, significant transactions and arrangements entered in to by the unlisted subsidiary companies, risk management update / reports, minutes of meetings of the committees of the board etc. are placed before the Board.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTOR

The Independent Directors have been familiarised with the Company ,

their roles and responsibilities in the Company , their roles and responsibilities in the Company, nature of the industry in which the Company operates , business model of the Company etc. During the FY 2018-19, Independent Director's were taken through various aspects of the Company's Business and operations. The details of the familiarisation programme imparted to the Independent Directors during FY 2018-19 are put up on the website of the Company and can be accessed at www.choiceindia.com.

At the time of appointing a Director, a formal letter of appointment is given to the Director, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Directors are also explained in details the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statues and an affirmation is obtained.

SUCCESSION PLANNING

The Company believes that sound succession plans for the Board members and senior leadership are very important for creating robust future for the Company. The Nomination and Remuneration Committee and the Board, as part of succession planning exercise, periodically review the composition of the Board to ensure that the same is closely aligned with the strategy and long term needs of the Company.

GOVERNANCE CODE

Code of Conduct & Ethics:

The Company has adopted the Code of Business Conduct & Ethics ("the Code ") which is applicable to the Board of Directors and Senior Management team (One Level below the Board of Directors) of the Company. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company www.choiceindia.com.

All Members and Employees have affirmed compliance with the said code for the year ended March 31, 2019. A declaration to this effect is signed by the Managing Director is given below:

DECLARATION ON CODE OF CONDUCT	
As provided under Regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Board Members and senior Management Personnel have affirmed compliance with code of conduct for the year ended March 31, 2019.	
Place : Mumbai	Sd/-
Date : August 30, 2019	Kamal Poddar
	Managing Director
	DIN No : 01518700

Insider Trading Code:

The Company has adopted an "Internal Code" of conduct for Regulating, Monitoring and Reporting Trades by Designated Persons ("the Code") in accordance with the SEBI (Prohibition of Insider Trading Regulations, 2015 (the PIT Regulations).

The Code is applicable to Promoters, Members of Promoters Group, all Directors and Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company has formulated the Code of Practices and procedures for fair Disclosures of un published price sensitive information in compliance with PIT Regulations.

Board Evaluation

One of the Key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination & Remuneration Committee to lay down the evaluation criteria for the





performance of the Chairman, the Board, Board Committees and executive / Non- executive Independent Director through peer evaluation, excluding the Directors being evaluated.

The Board carried out an Annual Performance evaluation of its own performance, the Independent Director individually as well as the evaluation of the working of the committees of the Board. The Performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

A structured questionnaire was prepared after taking in to Consideration inputs received from covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board Culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

MEMBERSHIP OF OTHER BOARDS

The information relating to the number of other directorship and committee chairmanships/ membership held by the Directors in other public companies as on March 31, 2019 is detailed below. Other Directorship includes directorship of Private Limited Companies and Companies under section 8 of the Companies Act, 2013. The information pertaining to the Chairmanship/ memberships of the committee of the Board held by our Directors include audit Committee and stakeholder relationship committee as required under the Listing Regulation.

Name of the Director	Category	Number of Directorship in other Companies	Number of Committee Position held in other public Companies		No. of Equity Shares held in " Choice International Limited" as on March 31, 2019
			Chairman	Member	
Mr. Kamal Poddar	Executive Director	13	-	-	2500011
Mr. Ajay Kejriwal	Executive Director	6	-	-	52000
Mrs. Hemlata Poddar	Non - Executive Director		-	-	850000
Mr. Debkumar Goswami	Independent Director	4	-	-	-
Mr. Ashok Kumar Thakur	Independent Director	3	3	2	-
Mr. Kanhaiyalal Berwal	Independent Director	-	-	-	-
Mr. Bharat Kumar Shah	Independent Director	3	-	-	-

Note:

- 1) Directorship includes Private Limited Companies and Section 8 Companies
- 2) Chairmanship / Membership of Committee only include Audit Committee and Stake Holder Relationship Committee in Indian Public Companies, Members of the Board of the Company do not have membership of more than 10 Board level committees or chairman of more than five such committees.
- 3) Mr. Kamal Poddar & Mrs. Hemlata Poddar are related to each other.
- 4) Brief Profile of each of the above Directors are available on the Company's website www.choiceindia.com
- 5) The details provided consist of the Director's Holding Directorship in the Company as on March 31, 2019. Mr. Raghuvir Shrivastava(DIN No : 01199531), Mr. Lalit Menghnani (DIN No. 06614582) & Mr. L N Nathuramka (DIN No . 0735408) do not hold directorship in the company as on March 31, 2019

COMMITTEES OF THE BOARD

The Board has constituted various committees of the Directors to take informed decisions in the best interest of the Company which caters to specific areas and activities. The Committees constituted are in line with the Companies Act, 2013 & Listing Regulations. Following are the Committee constituted by the Board of Directors which comprises of the members of the Board & Senior Management of the Company.

- A) Audit Committee
- B) Nomination & Remuneration Committee
- C) Stake Holder Relationship Committee
- D) Risk Management Committee
- E) Investment Committee

- F) Finance Committee
- G) Securities Allotment Committee
- H) Corporate Social Responsibility Committee

The above mentioned Committee meetings are held at Regular Intervals to track the day to day affairs of the Company. The decisions taken by the Committee are reviewed by the Board of Directors at the Board Meeting conducted for each quarter.

All the decisions pertaining to the constitution of the Committees, appointment of Members and fixing their terms of reference/ role of committee are taken by the Board of Directors. Details of the role and composition of these Commitments including the number of meetings held during the financial year and attendance at meetings are provided below.

A) AUDIT COMMITTEE

The Primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal auditors and the Independent auditors.

As on March 31, 2019, the Audit Committee comprises of three Directors, the majority of which are Independent Directors. All the

members of the Committee are financially literate and holds a varied experience in the Financial Market.

The audit committee met four times during the year i.e on 2018- 19- May 30, 2018, August 09, 2018, November 12, 2018 & February 11, 2019. The maximum interval between any two consecutive Meetings was well within the maximum allowed gap of 120 day. The Minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meeting are given in the below mentioned table:

Name of the Director	Category	Position	No. of Meetings held	No. of Meetings attended	Presence at the Previous Annual General Meeting held in September, 2018
Mr. Debkumar Goswami	Independent Director	Chairman	4	4	√
Mr. A.K Thakur	Independent	DirectorMember	4	4	√
Mr. Ajay Kejriwal	Executive	Director Member	4	4	√

The Company Secretary of the company acts as the secretary to the committee.

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with SEBI Listing Regulations. The terms of reference of the Audit Committee include the following:

- i) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct , sufficient and credible;
- ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv) Reviewing, with the management, the annual financial statements and auditors reports thereon before submission to the board for approval, with particular reference to :
 - a) Matters required to be included in the Director's responsibility statement to be included in the board's report in terms of (c) of sub section (3) of section 134 of the Companies Act, 2013.;
 - b) Changes if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgements by management.
 - d) Significant adjustments made in the financial statements arising out of audit finding;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Modified Options in the draft audit report,
- v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights

issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- (vii) Reviewing and monitoring the auditor's independence and effectiveness of audit process.
- viii) Approval or any subsequent modification of transactions of the listed entity with related parties if any;
- ix) Scrutiny of inter-corporate loans and investments;
- x) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi) Evaluation of internal financial controls and risk management systems;
- xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv) Discussion with internal auditors of any significant findings and follow up there on;
- xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern if any;
- xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii) To review the functioning of the whistle blower mechanism;





xix) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:
Quarterly statement of deviation(s) including report of monitoring agency, if applicable, is submitted to stock exchange(s) in terms of Regulation 32(1).

NOMINATION & REMUNERATION COMMITTEE

The Prominent features of the Nomination and Remuneration

Committee has been formulated in accordance with the Companies Act, 2013 and Listing Regulations and the role of the committee inter alia includes is to assist the Board in ensuring that the Board and Executive Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the firm. The Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior remuneration arrangements to enable the recruitment, motivation, Board Membership and retention of partners generally. The Committee also assists the Board by reviewing and making recommendations in respect of the remuneration policies and framework for all staff.

The Nomination & Remuneration Committee comprises of three Directors, all being Non - Executive Director as on the date of the Report the Committee constitutes of two Independent Director & one Non-Executive Director. The details of the Members of the Committee & the Committee Meetings held during the year under review are mentioned below in the table:

Details of the Meeting & Members of Nomination & Remuneration Committee

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Debkumar Goswami	Independent Director	Chairman	1	1
Mrs. Hemlata Poddar	Non- Executive Director	Member	1	1
* Mr. Kanhaiyalal Berwal	Independent Director	Member	1	1

The Company Secretary acts as a Secretary to the Committee.

* Mr. Kanhaiyalal Berwal the Independent Director of the Company was appointed as the Member of the Nomination & Remuneration Committee with effect from May 30, 2018 pursuant to Resignation of Mr. Lalit Menghnani with effect from May 25, 2018 from the Board of Directors of the Company due to which Mr. Lalit Meghnani ceased to be the Member of the Committee.

The Composition & role of the Nomination & Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 19 read with Part D of Schedule II of the Listing Regulations. During the Financial Year 2018-19 the Committee meeting was held on May 30, 2018.

Terms of reference:

The Broad terms of reference of the Nomination & Remuneration Committee as approved by the Board are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of the performance evaluation of Independent Directors.
- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole Time Directors and Senior Management Employees.
- To create an evaluation framework for the Independent Director and the Board.
- To provide necessary reports to the Chairman after the evaluation process is completed by the Directors.

Criteria for Performance Evaluation of Directors

A separate exercise was carried out to evaluate the performance of individual Directors including the Managing Director were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its shareholders. The performance evaluation of the Managing Director and the Executive Directors and the other Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Evaluation Criteria:

- Understanding the Business in connation with the Risk appetite of the Business and Regulatory requirements;
- Leadership and Management Skills
- Attendance at the Board Meetings and active participation in the discussion of Business Performance.
- Nurturing Leadership & Strategic Management Skills

- Managing the Conflicts in the Board Discussion
- Managing the Potential Conflict of interest.

Board Membership:

The Nomination & Remuneration Committee shall formulate the criteria for appointment of a Director and review the said criteria for determining the qualifications, skills, positive attributes necessary for inducting members of the Board. The Committee is also responsible for screening the candidates who meet the criteria, reviewing their appointment/ re - appointment and making recommendations to the Board in this regard.

Few of the parameters considered by the Nomination & Remuneration Committee while recommending the appointment of a Director to the Board, include:

- Composition of the Board
- Board Diversity
- Appropriate Balance of skills & experience and knowledge
- Professional qualifications, expertise and experience in specific area of business;
- any present or potential conflict of interest;
- ability to devote sufficient time and attention to his professional obligation informed and balanced decision;
- ability to uphold ethical standards of integrity and probity in accordance with the Company's values.

Remuneration Policy:

In determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee and approved by the Board with the following broad objective:

- Ensuring that the level and compensation of Remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company Successfully,
- Motivate the Key Managerial Personnel and Senior Management to achieve excellence in their performance.
- Relationship of Remuneration to performance is clear and meets appropriate performance Benchmarks.
- Ensuring that the remuneration to Directors, KMP & Senior Management involves a balance between fixed & incentive pay reflecting between fixed & incentive pay reflecting short & long term performance objective appropriate to the working of the Company and its goals.

Emphasis on efficiency and pay for performance has been the foundations of the Company's philosophy on rewards. The Company values its intangible assets in the forms of its employee and to retain them, the Company regularly benchmarks the remuneration level in the industry and makes necessary changes in its pay structure to retain their employees.

a) Remuneration to Non - Executive / Independent Directors:

The Non - Executive / Independent Director of the Board shall be entitled to sitting fees for attending the meeting of the Board & Committees thereof. The sitting fees paid to the Directors are within the limit prescribed under the Companies Act, 2013. The Independent Directors shall not be eligible for any stock option plans and further shall also not be eligible for any share based payments. The Independent Directors do not have any material pecuniary relationship or transactions with the Company.

b) Remuneration to Managing/ Executive Directors

The appointment and remuneration of Executive Directors including Managing Director is governed by the recommendation of Nomination & Remuneration Committee, Resolutions passed by the Board & Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreement executed between the Director and the Company.

The remuneration payable to the Managing Director is broadly divided in to fixed and variable component. The fixed component comprises of salary, allowances, perquisites and the variable component comprises of performance bonus and may include commission subject to the approval of the members.

The remuneration policy is directed towards rewarding performance based, to retain the talent. The detail of Remuneration to the Managing Director during the year is as follows:

Name of the Director	Salary, Allowances & Perquisites as on March 31, 2019
Mr. Kamal Poddar	Rs. 42,00,000/-

Note: The Remuneration payable to the Managing Director shall be subject to the approval of the Members at the forthcoming Annual General Meeting, where the re - appointment of the Managing Director along with his brief profile forming part of the Resolution put to vote in the Notice of the forthcoming Annual General Meeting to be held on September 27, 2019.

c) Remuneration to Senior Management Employees

The Remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay & incentive pay in compliance with the provisions of the Companies Act, and in accordance with Company's Policy. The fixed pay shall include monthly remuneration, employer's contribution to provident fund, pension schemes etc as amended from time to time. The incentive pay shall be decided based on the balance between performance of the Company and Performance of the Key Managerial Personnel and Senior Management, to be decided annually or such intervals as may be considered appropriate.





C) STAKEHOLDER RELATIONSHIP COMMITTEE

The Stake Holder Relationship Committee comprises of two Directors. Detailed below in the table is the Constitution & details of the Meeting held during the year.

Details of the Meeting & Members of Stakeholder Relationship Committee

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mrs. Hemlata Poddar	Non- Executive Director	Chairman	1	1
Mr. Ajay Kejriwal	Executive Director	Member	1	1
*Mr. Bharat Kumar Shah	Independent Director	Member	1	0

Mr. Bharat Kumar Shah has been appointed as the Member of the Committee in compliance with the Amendment SEBI(Listing Obligation and Disclosure Requirements) Amendment Regulations, 2018 with effect from February 11, 2019

The Company Secretary acts as a Secretary to the Committee.

The Committee met One time during the Financial Year 2018- 19 on May 30, 2018.

The Company obtains half yearly certificate from a Company Secretary in Practise under Regulation 40(9) of the Listing Regulations, confirming the issue of certificates for transfer , sub division , consolidation etc. and submit a copy thereof to the Stock Exchange in terms of Regulation 40(10) of the Listing Regulations. Further the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also filed with the Stock Exchange on a half yearly basis.

In accordance with Regulation 55 A of the SEBI (Depositories and Participants) Regulations , 1996 and SEBI Circular No. D & C/ FITTC/Cir- 16/2002 dated December 31, 2002 a Qualified Practising Company Secretary carried out a Share Capital Audit to reconcile the total admitted Equity Share capital with NSDL & CDSL and the total

issued and paid up share capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

The terms of reference of the committee include:

- Approval of transfer of Shares/ debenture and issue of Duplicate /split/consolidation / subdivision of Share.
- To fix record date/ book closure of Share/ debenture transfer book of the Company from time to time
- Monitoring expeditious redressal of investor grievance matters received from stock exchanges, SEBI, ROC etc.
- To carry out any other duties that may be delegated to the committee by the Board of Directors from time to time.

The Secretarial Department of the Company and the Registrar and Transfer Agent, Sharex Dynamics (India) Private Limited attend to all the grievances of the Shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

Efforts are made to ensure that the grievances are redressed expeditiously to the satisfaction of the Investors.

Details of Shareholders Complaints received & redressed during the year 2018- 19 are as follows:

Opening Balance of Complains received	Complains received during the year	Complains Resolved During the Year	Closing Balance of Complaints received
0	0	0	0

D) RISK MANAGEMENT COMMITTEE

The Risk Management Committee constituted by the Board of Directors is bound to adhere to the Roles & Responsibility as defined by the Board of Directors in the Policy.

Term of reference of Risk Management Committee:

- Identifying the Company's Risk appetite
- Review the risk management practises and structures and recommend changes to ensure their adequacy
- Framing a Risk Management Policy
- Approve and review the risk management plan put in place by the management
- Such other activities as the Board of Directors may determine from time to time.

The Committee is responsible for the overall risk management process & to address the uncertainties if any to be aroused in the operations of the Company.

The Risk Management Committee meets at Regular Interval .The Risk Management Committee comprises of the Senior Management Team of the Company and the Executive Directors.

E) INVESTMENT COMMITTEE

The Investment Committee is entrusted with the day to day operations with respect to investments to made in the name and on behalf of the Company. The maximum amount up to which the Investment shall be made by the Investment Committee is already predefined by the Board of Directors.

The decisions taken by the Investment Committee with respect to the Investments made on behalf of the Committee are reviewed by the

Board of Directors at the Board Meeting; the decisions taken by the Investment Committee can be altered by the Board of Directors.

The Investment Committee constituted by the Board comprises of

Executive & Independent Directors. The details of the Committee Meeting held during the Year along with the Constitution of the Committee are detailed as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	6	6
Mr. Ajay Kejriwal	Executive Director	Member	6	6
Mr. A K Thakur	Independent Director	Member	6	6

The Committee was held on June 25, 2018, June 27, 2018, June 29, 2018, August 13, 2018, February 01, 2019 and March 20, 2019 during the year under review

F) FINANCE COMMITTEE

The Finance Committee is entrusted with responsibility of day to day business activities and taking decisions on behalf of the Company in respect of Financial matters pertaining to giving Guarantee, availing loan facility from Banks, Financial Institutions , Monitoring adherence to the Budget , setting Finance goals along with the funding strategies to achieve them, Presenting Finance goals to the Board of Director for approval , Creating, approving , and updating policies that help ensure the assets of the organization are protected, Ensuring approved Finance policies and procedures are being followed by the Company.

The maximum amount up to which the loans to be given or to be availed by the Company is predefined by the Board of Directors of the Company. The decisions taken by the Finance Committee with respect to the Financial decisions on behalf of the Committee are reviewed by the Board of Directors at the Board Meeting; the decisions taken by the Finance Committee can be altered by the Board of Directors.

The details of the Committee Meeting held during the Year along with the Constitution of the Committee are detailed as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	5	5
Mr. Ajay Kejriwal	Executive Director	Member	5	5
Mr. Manoj Singhania	Chief Financial Officer	Member	5	5

The Meeting of the Finance Committee was held on April 18, 2018, August 13, 2018, September 25, 2018, November 06, 2018 and November 22, 2018 during the year under review.

G) SECURITIES ALLOTMENT COMMITTEE

The Securities Allotment Committee is entrusted majorly with the role of considering and approving the allotment of Shares/ Debentures arising on account of any Corporate action to be initiated by the Company.

The Securities Allotment Committee Meeting was held on May 30, 2018 during the Year under review.

The Constitution of the Securities Allotment Committee is as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kamal Poddar	Managing Director	Chairman	1	1
Mr. Ajay Kejriwal	Executive Director	Member	1	1
Ms. Karishma Shah	Company Secretary	Member	1	1





H) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Section 135 of the Companies Act, 2013 does not imply to your company, nonetheless your Company understands the importance of its responsibilities towards the society under which we cater our services. Your Company has voluntarily adopted the CSR Policy to shoulder its responsibilities towards the society and has also constituted the CSR Committee to ascertain the activities undertaken by the Company in the best interest of the Society.

The Constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Member	Category	Position	No. of Meetings held	No. of Meetings attended
Mr. Kanhaiyalal Berwal	Independent Director	Chairman	1	1
Mr. Kamal Poddar	Managing Director	Member	1	1
Mr. Ajay Kejriwal	Executive Director	Member	1	1
*Mr. Raghuvir Shrivastava	Independent Director	Member	1	0

* Note : The Committee Meeting was held on February 13, 2019, during the year under review.

Note : Mr. Raghuvir Shrivastava cease to be the member of the committee pursuant to his resignation from the Directorship of the Company with effect from May 30, 2018.

Terms of reference of the Committee are as follows:

- Formulating and recommending to the Board, CSR Policy which shall indicate the activities to be undertaken by the Company as specified in the Schedule VII of the Act;
- Making recommendation on the amount of expenditure to be incurred on CSR activities;
- To monitor the implementation of the activities to be undertaken by the Company.

• AFFIRMATIONS & DISCLOSURES

a) Compliance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulations.

b) Related Party Transaction

All transactions entered in to by the company with related parties, during the financial year 2018-19, were in ordinary course of business and on arms-length basis. The details of the Related Party Transaction are set out in the notes to the Financial Statements forming part of this Annual Report.

The Related Party Transaction undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with rules issued there under and Regulation 23 (1) of the Listing Regulations.

The Audit Committee during the Financial Year 2018-19 has approved Related Party Transactions while granting omnibus approval in line with the policy of dealing with Related Party Transactions and the applicable provisions of the Companies Act, 2013 read with Rules issues thereunder and the Listing Regulations (including any statutory modification(s) or re-enactments thereof for time being in force, deviations if any to the said process have been brought to the attention of the Audit Committee.

The related party transactions entered in to by the Company pursuant to the omnibus approval granted by the Audit

Committee is reviewed at least on a quarterly basis by the said Committee.

The related party transaction policy has been placed and can be accessed on the company's website www.choiceindia.com

There are no materially significant Related Party Transactions of the Company which have potential conflict with the interest of the Company at a large.

c) Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177(9)& (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for Vigil Mechanism of Directors and Employees to report to the management about Unethical behaviour, fraud or violation of the Company's Code of Conduct.

The Company has adopted a Whistle Blower Policy and an effective Vigil Mechanism system to provide a formal mechanism to its Directors, Employees and Business Associates to raise their concerns in a responsible and effective manner regarding suspected unethical matters involving serious malpractice or wrong doing within the organisation and also to safeguard against victimization. The Mechanism provides adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases.

In accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered in to any agreement for themselves or on behalf of any other person, with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

d) Details of Non-Compliance by the Company, Penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Markets during last three Financial Year

The Company has complied with all requirements specified under the Listing Regulations as well as other Regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchange or any statutory authority for non-compliance of any matter related to Capital Markets during the last three Financial Years.

e) Policy Determining Material Subsidiaries

Pursuant to requirements of Regulation 16 and Regulation 23 of the Listing Regulations the Company has adopted the policies for determining material subsidiaries and on related party transactions and the said policies are available on the Company's Website at www.choiceindia.com

During the year under review, the policy for determining material subsidiaries was suitably modified to be at par with the recent amendments to the Listing Regulations.

The Minutes of the Board meeting of the subsidiary company are placed at the Board Meeting of the Company on periodical basis. All significant transactions and arrangements entered in to by the unlisted subsidiary if any are brought to the notice of the Board of Directors of the Company.

The Policy for determining material subsidiaries has been uploaded and can be accessed on the Company's website at given link: www.choiceindia.com

f) Disclosure of Accounting Treatment

In the preparation of the financial statements the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

g) Risk Management

Business Risk Management is an on-going process within the Company. The assessment is periodically examined by the Company.

h) Website

The Company ensures updating the applicable information under Regulation 46(2) of the Listing Regulations on the Company's website (www.choiceindia.com) . A separate tab on "Investor Relations" on the website contains details relating to the financial results declared by the Company, Shareholding Pattern, Corporate Governance, and such other News and Announcements made by the Company to the exchange under the tab "News & Announcements".

i) Secretarial Compliance Report

SEBI Vide its circular No. CIR/CFD/CMD 1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulation, direct listed entities to conduct Annual Secretarial Compliance Audit From a practising Company Secretary of all applicable SEBI Regulations and Circulars/ guidelines issued thereunder. The said secretarial Compliance report is in addition to the Secretarial Audit Report by practising Company Secretaries under Form MR - 3 and is required to be submitted to the exchange within 60 days of the end of the Financial Year.

The Company has obtained the certificate from R M Mimani & Associates LLP (Company Secretaries) Secretarial Auditor of the Company.

Attached is the Secretarial Compliance Report as Annexure forming Part of the Board Report.

j) Certificate from Practising Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations, received from M/s. R M Mimani & Associates LLP (Company Secretaries) (Firm Registration No. 12001MH250300) that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of

India / Ministry of Corporate Affairs or any such authority was placed before the Board of Directors at their meeting held on August 30, 2019.

k) Recommendations of Committees of the Board

There were no instances during the Financial Year 2018-19 wherein the Board has not accepted recommendations made by any committee of the Board.

l) Total Fees Paid to the Statutory Auditors of the Company

Total fees of Rs.62,47,076/- was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part for the Financial Year 2018-19.

m) Disclosure relating to Sexual Harassment of women at Work Place (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at work place. The details relating to the number of complaints received and disposed of during the financial year 2018-19 are as under:

- Number of Complaints filed during the financial year: Nil
- Number of Complaints disposed of during the Financial Year: Nil
- Number of Complaints pending as on end of the Financial Year : Nil

n) Code of Conduct

The Company has adopted a Code of Conduct for all employees including the members of the Board and Senior Management Personnel. All members of the Board and Senior Management Personnel have affirmed Compliance with the said Code of Conduct for the Financial Year 2018-19. The declaration from our Managing Director, Mr. Kamal Poddar affirming the same forms the part of this report.

o) SEBI Complaints Redress System (SCORES)

Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the Company to receive the Complaints from Investor against them, redress such complaints and report redressal. All the activities starting from lodging the complaint till its disposal are carried online in an automated environment and the status of every complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on Scores and endeavours to resolve all investor complain received through scores.

p) Disclosure on Commodity Price Risk and Commodity Hedging Activities

The Company has in place a mechanism to inform the Board Members about the Risk assessment, mitigation Plans and periodical reviews faced by the Company. Risk based internal audit plan is approved by the Audit Committee which also reviews adequacy and effectiveness of the Company's internal financial controls.

The Company does not involve in commodity hedging activities.

q) Details of Utilization of Funds raised through Preferential Allotment or qualified Institution placement as specified under Regulation 32(7A): NA



r) Means of Communication

Effective Communication of information is an essential component of Corporate Governance. It is process of sharing information, ideas, thoughts, opinions and plans to all stake holders which promote management – shareholders relations. The Company regularly interacts with its members through multiple channels of Communications such as results, announcements, annual reports and the website of the Company and the stock exchanges.

i) Quarterly Result

The Unaudited quarterly/half yearly financial results are announced within 45 days of the end of the respective quarter. The audited annual financial results are announced within 60 days of the close of the financial year as per the requirement of the Regulation 33 of the Listing Regulations. The aforesaid financial results are sent to BSE Limited (BSE) where the shares of the company are listed. These results are thereafter published within 48 hours in one English Newspaper (Financial Express) & one local newspaper (Navshakti/ Aklamahanagr) as well as placed on the website of the Company.

ii) Website

In Compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under “Investors Relation” on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly / Half Yearly/ Nine Months and Annual Financial results along with the applicable policies of the Company at www.choiceindia.com

iii) Stock Exchange

The Company makes timely disclosures of necessary information to BSE Limited in terms of Listing Regulations and other rules & regulations issued by the SEBI

iv) BSE Listing Centre

The Financial Results, Shareholding Pattern and Quarterly report on Corporate Governance and other filings required to be made to the stock exchanges are electronically filed at BSE portal i.e. listing.bseindia.com. pursuant to Regulation 10(1) of the SEBI (LODR Regulations) BSE has mandated the Listing Centre as the “Electronic Platform” for filing all mandatory and any other information to be filed with the Stock Exchanges by Listed Entities. BSE also mandated XBRL submissions for Shareholding Pattern & Corporate Governance. All the data relating to financial results, various submissions/ disclosure documents etc., have been electronically filed and Shareholding pattern & corporate governance Report have been filed in XBRL mode with the Exchange on the “Listing Centre”. (<http://listing.bseindia.com>)

v) Price Sensitive Information

All price sensitive information and such other matters which in the opinion of the Company are of importance to the Shareholders/ investors are promptly intimated to the Stock Exchanges. Material developments relating to the company are potentially price sensitive in nature or which could impact continuity of publicly available information regarding the Company are disclosed to the Stock Exchanges in terms of the Company's policy for determination of Materiality of Events/ Information.

s) The Disclosure of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)

Sr. No	Particulars	Regulations	Brief Description of the Regulation	Compliance Status
1	Board of Directors	17(1)	Composition of Board	Complied
		17(2)	Meeting of Board of Directors	Complied
		17(3)	Review of Compliance Report	Complied
		17(4)	Plans for orderly succession for appointments	Complied
		17(5)	Code of Conduct	Complied
		17(6)	Fees/ Compensation	Complied
		17(7)	Minimum information to be placed before the Board	Complied
		17(8)	Compliance Certificate	Complied
		17(9)	Risk Assessment & Management	Complied
		17(10)	Performance Evaluation	Complied
2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Complied
		18(2)	Meeting of Audit Committee	Complied
		18(3)	Role of the Committee and review of information by the committee	Complied
3	Nomination & Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Complied
		19(3)	Presence of Audit Committee chairman at the Annual General Meeting	Complied
		19(4)	Role of the Committee	Complied
4	Stakeholder Relationship Committee	20(1), 20(2) & 20(3)	Composition of stake holder relationship committee	Complied
5	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	Not Applicable
		21(4)	Role of the Committee	Not Applicable
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees	Complied
7	Related Party Transaction	23(1), 23(5), 23(6), 23(7), 23(8)	Policy for Related Party Transaction	Complied
		23(2) & 23(3)	Omnibus approval by the Audit Committee & review of transaction	Complied
		23(4)	Approval of material related party transaction	Complied
8	Subsidiaries of the Company	24(1)	Composition of Board of Director of material unlisted subsidiary	Complied
		24(2), 24(3), 24(5) & 24(6)	Other requirements as stipulated under the regulations	Complied
9	Obligations with respect to Independent Directors	25(1) & (2)	Maximum Directorship & Tenure	Complied
		25(3)	Meeting of Independent Directors	Complied
		25(4)	Review of Performance of Independent Director	Complied
10	Obligation with respect to Directors and senior management	25(7)	Familiarisation of Independent Director	Complied
		26(1) & (2)	Membership & Chairman of the Committee	Complied
		26(3)	Compliance to code of conduct for Board of Directors and Senior Management employees	Complied
		26(4)	Disclosure of Shareholding Pattern by Non - Executive Director	Complied
11	Other Corporate Governance Requirements	26(5)	Disclosure on Conflict of Interest by senior management	Complied
		27(1)	Compliance of Discretionary requirements	Complied
12	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Director	Complied
		46(2)(c)	Composition of various committee of Board of Directors	Complied
		46(2)(d)	Code of conduct of Board of Directors and senior management personnel	Complied
		46(2)(e)	Details of establishment of vigil mechanism	Complied
		46(2)(f)	Criteria for making payment to Non - Executive Directors	Complied
		46(2)(g)	Policy on dealing with related party transaction	Complied
		46(2)(h)	Policy for determining Material subsidiaries	Complied
		46(2)(i)	Details of familiarisation programmes imparted to independent Directors	Complied

**t) Details of Compliance with Non- Mandatory requirements:**

- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt the best practises to safeguard the practice of Unmodified audit opinion.
- The Internal Auditor has a direct access to the Audit Committee, he participates in the Audit Committee Meetings and presents his reports with the observations to the Audit Committee.

GENERAL SHAREHOLDER INFORMATION**i) Company Registration Details:**

The Company is registered in the state of Maharashtra, India, under the jurisdiction of Registrar of Companies, Mumbai.

Corporate Identity Number (CIN No) : L67190MH1993PLC071117

- Financial Year April 1, 2018 to March 31, 2019**
- 25th Annual General Meeting for the Financial Year 2018- 19**

Day and Date	Friday, September 27, 2019
Time	12.30 PM
Venue	Hotel Kohinoor Continental, Andheri (E), Mumbai-400059
Financial Year	2018 - 19
Book Closure Dates	September 21, 2019 to September 27, 2019
Last Date of Receipt of Proxy Forms	September 25, 2019

iv) Listing Details

Stock Exchange on which Shares are Listed	BSE Limited (Bombay Stock Exchange)
Stock Code	531358
Script Id	CHOICEIN
ISIN	INE102B01014

v) Dividend History

Financial Year	Type of Dividend	Date of Declaration	Dividend Per Share of the Face Value of Rs. 10 each
2011-12	Final	September 28, 2012	10%
2012-13	Final	September 16, 2013	10%
2013-14	Final	September 27, 2014	10%
2014-15	Final	September 26, 2015	10%
2015- 16	Final	September 20, 2016	10%
2016-17		Dividend Not Declared	
2017-18		Dividend Not Declared	
2018-19		Dividend Not Declared	

vi) UNCLAIMED DIVIDEND

Pursuant to the provisions of Section 124 of the Companies Act, 2013 (the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter called "the IEPF Rules"), the amount of dividend which remain unclaimed or unpaid for a period of seven years from the date of transfer of such amount to the Unpaid Dividend Account opened in pursuance of sub-section (1) of the said Section is required to be transferred to the Investor Education and Protection Fund (IEPF) established under sub-section (1) of Section 125 of the Act.

Accordingly, the unclaimed dividend in respect of the financial year 2011-12 is due for transfer to the IEPF in October 2019. Members, who have not yet claimed their dividend for the financial year 2011-12 or for any subsequent financial years, are requested to claim the same from the Company. Additionally, pursuant to sub-section (6) of Section 125 of the Act read with the IEPF Rules, all shares in respect of which dividend has not been claimed for the past seven consecutive years shall be transferred by the Company in the name of IEPF Authority by way of credit to

the Demat Account established by the IEPF Authority on or before October 30, 2019 or such other date as may be specified by the Central Government in this regard.

Any member whose shares are thus transferred to IEPF may claim his/her/its shares under proviso to Section 124(6) of the Act by following the process given under Rule 7 of the IEPF Rules. In terms of the relevant IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends (Final Dividend) for the financial years from 2011-12 to 2015-16 as on the date of the Twenty Third Annual General Meeting (AGM) held on September 20, 2016, on the website of the Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred an amount of Rs. 1,02,671/- (Rupees One Lakh two

thousand six hundred & seventy one only), being the unclaimed dividend for the financial year 2010-11 to IEPF in 2018.

During the year under review, the Company had sent individual notices seeking action from shareholder, who has not claimed Dividend & whose shares have been transferred to IEPF.

Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF can be claimed from IEPF following the procedures prescribed in the IEPF Rules. Shareholders whose unclaimed Dividend and Shares have been transferred to IEPF can claim the same from IEPF by filing Form IEPF 5 with the IEPF authorities.

Given below are the dates of declaration of dividend and corresponding last dates for claiming unpaid Dividend.

Financial Year	Type of Dividend	Date of Declaration of Dividend	Last date for claiming unclaimed Dividend
2011-12	Final	September 28, 2012	October 05, 2019
2012-13	Final	September 16, 2013	September 23, 2020
2013-14	Final	September 27, 2014	October 3, 2021
2014-15	Final	September 26, 2015	October 1, 2022
2015-16	Final	September 20, 2016	October 1, 2023

vii) Details of General Body Meetings of Last three years

Financial Year	Date	Time	Venue	Special Resolutions if any
2015-16	September 20, 2016	11.30 A.M.	Anchorage Hall, Hotel SubalInternational, 211, Chakala Sahar Road, Andheri (East), Mumbai - 400099	-
2016-17	September 18, 2017	12.00 PM.	Anchorage Hall, Hotel SubalInternational, 211, Chakala Sahar Road, Andheri (East), Mumbai - 400099	-
2017-18	September 27, 2018	11.00 AM.	Hotel Radisson , X-22 , MIDC , Central Park, Hanuman Nagar, Andheri (East), Mumbai - 400093	-

Month	Choice High (BSE)	Choice Low (BSE)	Close Price (BSE)	BSE Sensex High	BSE Sensex Low	BSE Sensex Close
April, 2018	160.00	126.40	144.80	35,213.30	32,972.56	35,160.36
May, 2018	153.30	116.05	117.80	35,993.53	34,302.89	35,322.38
June, 2018	131.50	102.90	125.35	35,877.41	34,784.68	35,423.48
July, 2018	128.50	103.00	114.85	37,644.59	35,106.57	37,606.58
August, 2018	137.00	113.00	119.35	38,989.65	37,128.99	38,645.07
September, 2018	123.90	93.40	97.05	38,934.35	35,985.63	36,227.14
October, 2018	108.00	74.00	90.00	36,616.64	33,291.58	34,442.05
November, 2018	108.05	72.00	89.90	36,389.22	34,303.38	36,194.30
December, 2018	91.60	80.00	84.30	36,554.99	34,426.29	36,068.33
January, 2019	87.60	71.90	71.90	36,701.03	35,375.51	36,256.69
February, 2019	73.55	65.00	66.35	37,172.18	35,287.16	35,867.44
March, 2019	75.00	65.00	69.7	38,748.54	35,926.94	38,672.91





Comparison Chart



IX) Registrar & Share Transfer Agent

M/s. Sharex Dynamics (India) Private Limited

Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool,

Andheri (East), Mumbai - 400072

Tel No: 0222 8515606/44

Website: www.sharexindia.com

X) Distribution of Shareholding as on March 31, 2019:

No. of Equity Shares	No. of Shareholder	% of total No. of Shareholders	Share Amount (In Rs.)	% total of Share Capital
1 to 5000	1614	75.24	2375800	1.18
5001 to 10000	214	10.00	1749310	0.88
10001 to 20000	114	5.31	1770900	0.89
20001 to 30000	48	2.23	1192980	0.59
30001 to 40000	25	1.16	910750	0.45
40001 to 50000	30	1.39	1404110	0.71
50001 to 100000	42	1.96	3354800	1.67
100001 to above	58	2.71	187289350	93.63
Total	2145	100%	20,00,48,000	100%

XI) Categories of Shareholder as on March 31, 2019

No	Category of Shareholder	Total No. of Shares	% of Total Shares
(A)	Shareholding of Promoter & Promoter Group		
a	Individuals	14300011	71.48
b	Bodies Corporate	386527	1.94
	Total Promoter Shareholding (A)	1,46,86,538	73.42
(B)	Public Shareholding		
a	Institutions		
	i. Mutual Funds/UTI	-	-
	ii. Financial Institution/ Banks	-	-
	iii. Foreign Portfolio Investor	-	-
	iv. Insurance Companies	-	-
	v. Foreign Financial Institution	-	-
	vi. Foreign Mutual Fund	-	-
	Sub Total (Ba)	-	-
b	Non - Institution		
	i. Bodies Corporate	2862730	14.31
	ii.a Individual Shareholder nominal Share Capital up to Rs. 1 Lakh	1214010	6.06
	ii.b Individual Shareholder nominal Share Capital in excess of Rs. 1 Lakh	1181684	5.90
xx	NRI	57219	0.30
	Clearing Members	2619	0.01
	Sub Total (Bb)	-	-
	Total Public Shareholding (B)(Ba + Bb+Bc+Bd)	-	-
	Grand Total (A+B)	2,00,04,800	100

XII) Top Ten Shareholders as on March 31, 2019 other than Promoter & Promoter Group

Sr. No	Name of the Shareholder	No. of Shares Held	% of Holding
1	M/s. Azura Projects Private Limited	1285026	6.42
2	M/s. Florence Securities Private Limited	785684	3.92
3	M/s. Chartered Capital Research Private Limited	414212	2.07
4	M/s. Fashion Brands (India) Private Limited	152000	0.75
5	M/s. Smeaton Developers Private Limited	150000	0.74
6	Mr. Vivek Bhimsaria	120000	0.59
7	Ms. Kirodi Mal Modi	98000	0.48
8	Ms. Sunita Modi	93000	0.46
9	Mr. Bhageria Basant Matdin	55871	0.27
10	M/s. Govind Patodia HUF	55046	0.27

XIII) Address of Correspondence

Compliance Officer	R&T Agent: Sharex Dynamics (India) Private Limited	Correspondence with the Company
Ms. Karishma Shah Company Secretary & Compliance Officer Choice House, Shree Shakambhari Corporate Park, Plot No - 156 - 158, Andheri (East), Mumbai - 400099 Email Id: karishma.shah@choiceindia.com	Unit - 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072. Tel No : 022 8515606/44 Website: www.sharexindia.com	Choice House, Shree Shakambhari Corporate Park, Plot No - 156- 158, Andheri (East), Mumbai - 400099 EmailId:info@choiceindia.com



XIV) Dematerialisation of Shares

As on March 31, 2018 total dematerialised Equity Shares of the Company amounts to 99.93% of the Company's Capital (CDSL : 95.39% & NSDL 4.24%). The Company has entered in to an Agreement with Central Depository (India) Limited (CDSL) & National Securities Depository Limited(NSDL) where by the Shareholders have an option to dematerialise their shares with either of the depositories.

XV) Share Transfer System

Sharex Dynamics (India) Private Limited is the Company's Registrar and Share Transfer Agent (RTA) for carrying out share related activities like transfer of Shares, transmission of shares, transposition of shares, name deletion, change of address, amongst others.

The Board of Directors of the Company have delegated the authority to approve the transfer of Shares, transmission of shares, requests for deletion of name of the shareholders etc. to the designated officials of the Company. However the transactions in respect of issuance of duplicate share certificates, split, rematerialisation, consolidation and renewal of Share Certificates are approved by the Stakeholder Relationship Committee of the Board of Directors of the Company.

All the documents received from the shareholders are scrutinized by the Company RTA. The Shares lodged for transfer, etc are processed and Share Certificates duly endorsed are returned within the stipulated time subject to documents being valid and complete in all respects.

In all cases of transfer of shares in physical mode an intimation letter is being sent to the transferor (s) informing them of the lodgement of Transfer and in case of any objections to said transfer to revert within fifteen days with copy to transferee(s).

A summary of approved transfers, transmission, deletion requests, etc. are placed before the Board of Directors from time to time as per the Listing Regulations.

On behalf of the Board of Directors

Sd/-	Sd/-
Kamal Poddar	Ajay Kejriwal
(Managing Director)	(Director)
DIN No: 01518700	DIN No : 03051841

Mumbai
Date: August 30, 2019
On behalf of the Board of Directors



CEO/ CFO Certification

We the under signed, in our respective capacities as Managing Director(CEO) and Chief Financial Officer of Choice International Limited (" the Company") to the best of our knowledge and behalf certify that:

- We have reviewed financial statement and the Cash Flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the listed entity's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- We further state that to the best of our knowledge and belief, no transaction entered in to by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Internal Control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated to the Auditors and the Audit Committee:
 - Significant Changes, if any, in internal control over financial reporting during the year;
 - Significant Changes, if any, in accounting policies during the year and the same have been disclosed in the notes to financial statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control systems over financial reporting.

For Choice International Limited

Sd/-	Sd/-
(Kamal Poddar)	(Manoj Singhanaia)
Managing Director	Chief Financial Officer
DIN No.: 01518700	
Mumbai	
Date: May 29, 2019	



Auditor's Certificate Regarding Compliance Of Conditions Of Corporate Governance

To the Members of Choice International Limited,

We have examined the compliance of conditions of Corporate Governance by Choice International Limited, for the year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Collectively referred to as "SEBI Listing Regulations, 2015").

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the guidance Note on certification of Corporate Governance, issued by the institute of Chartered Accountant of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RM Mimani & Associates LLP

Company Secretaries

Sd/-

Manoj Mimani

Partner

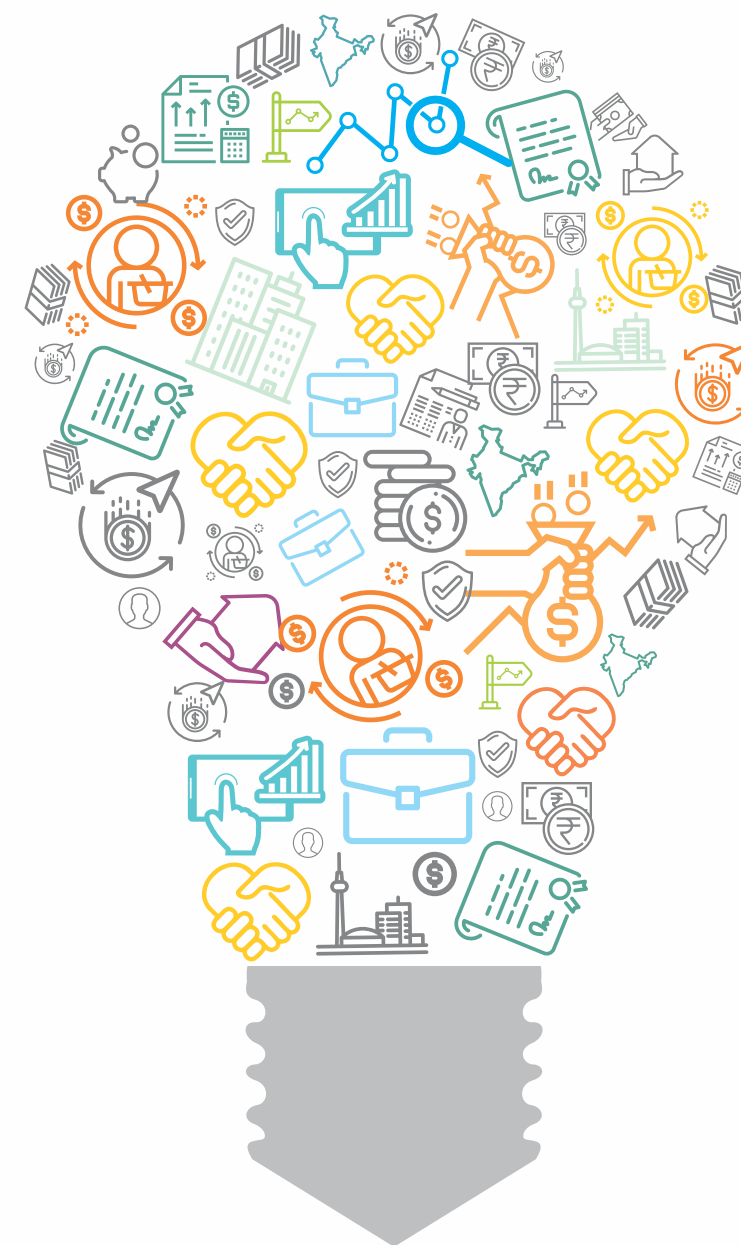
ACS No. 17083

CP No: 11601

Mumbai

Date: August 30, 2019





INDEPENDENT AUDITOR'S REPORT (STANDALONE)



TO THE MEMBERS OF CHOICE INTERNATIONAL LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statements of Choice International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the Board Report, but does not include the standalone financial statements and our auditor's report thereon. The Board Report is expected to be made available to us after the date of this auditor's report.

- Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information.'

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation

of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

For Deloitte Haskins and Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sd/-
Shrenik Baid
Partner
(Membership No. 103884)

Place: Mumbai
Date: May 29, 2019

- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.





ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Choice International Limited)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Choice International Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (2) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Choice International Limited for the year ended March 31, 2019)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of verification of fixed assets once in three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanation given to us, the fixed assets have been physically verified during the year.
- (c) According to the information and explanations given to us and the records examined by us and based on the

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note.

For Deloitte Haskins and Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Sd/-
Shrenik Baid
Partner
(Membership No. 103884)

Place: Mumbai

Date: May 29, 2019

examination of the registered conveyance deeds provided to us, we report that, the title deeds, comprising the immovable property of land and building, which is freehold, is held in the name of the Company as at the balance sheet date.

(ii) The Company does not have any inventory and hence reporting under clause (ii) of the Order is not applicable.

(iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies covered in the register maintained under Section 189 of the Companies Act, 2013, in respect of which:

- (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
- (c) There is no amount overdue for more than 90 days at the balance sheet date.
- (iv) The Company is a registered Non-Banking Finance Company to which provisions of Section 185 and Section 186 of the Companies Act, 2013 are not applicable. During the year in August 2018, the Company has surrendered the NBFC license and awaits RBI approval for confirmation of the cancellation of such license. Hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year as provided under Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013. Accordingly, the provisions of clause (v) of the Order are not applicable. There are no unclaimed deposits with the Company any time during the

year.

(vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues of Provident Fund, Income-tax, Service Tax. The Company has been regular in depositing Employees' State Insurance, Goods and Service Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods and Service Tax, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) There are no dues of Income-tax, Service Tax, and Goods and Service Tax as on March 31, 2019 on account of disputes. Details of disputed Income-tax amount paid under protest is given below:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the Amount Relates	Amount Involved (Rs.)	Amount Unpaid
Income Tax Act, 1961	Income tax demand	CIT (Appeals)	A.Y. 2011-12	1,934,494	557,224
Income Tax Act, 1961	Income tax demand	CIT (Appeals)	A.Y. 2012-13	4,092	4,092
Income Tax Act, 1961	Income tax demand	CIT (Appeals)	A.Y. 2014-15	555,870	555,870

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and dues to debenture holders. Further, the Company does not have any loans or borrowings from government.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

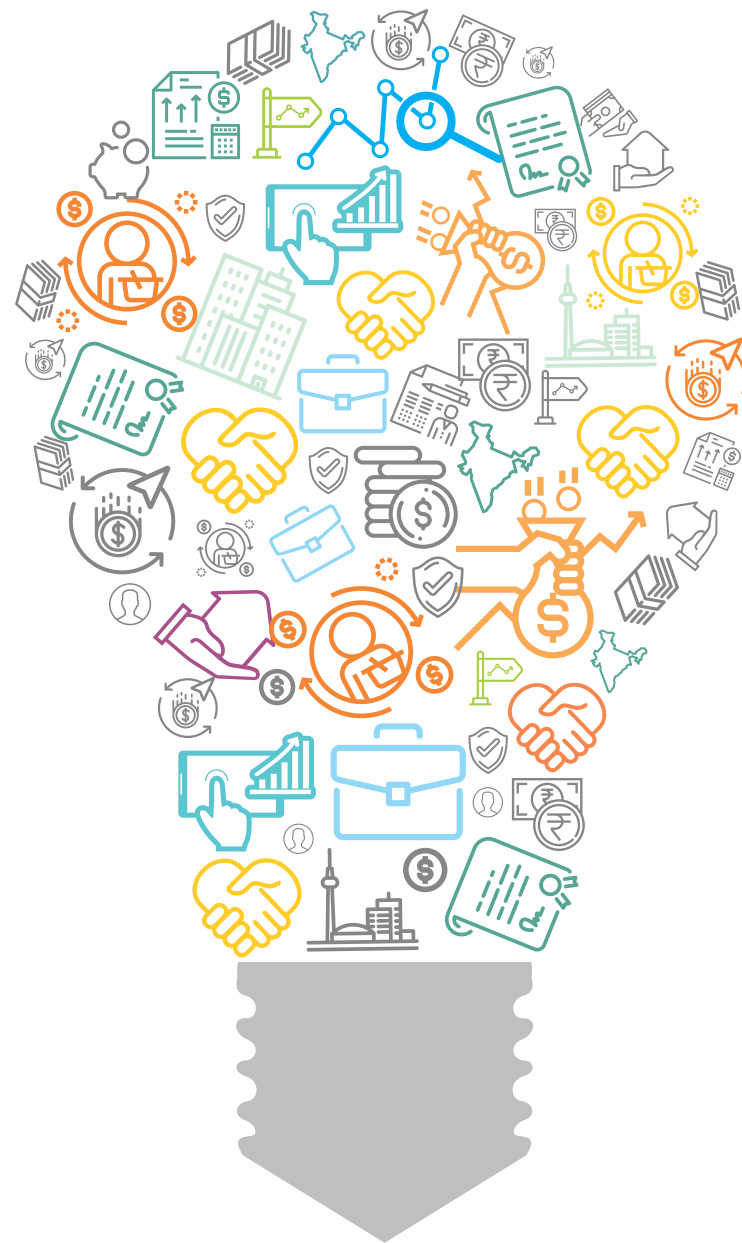
(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration. During the year in August 2018, the Company has surrendered the NBFC license and awaits RBI approval for confirmation of the cancellation of such license. Refer Note 30 to the Standalone Financial Statements.

For Deloitte Haskins and Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Sd/-
Shrenik Baid
Partner
(Membership No. 103884)

Place: Mumbai
Date: May 29, 2019



STANDALONE FINANCIALS 2019

CHOICE INTERNATIONAL LIMITED BALANCE SHEET

(Amount in ₹)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I Equity & Liabilities			
1. Shareholders' funds			
(a) Share Capital	2	20,00,48,000	20,00,48,000
(b) Reserves and Surplus	3	1,18,70,22,415	1,17,09,58,033
		1,38,70,70,415	1,37,10,06,033
2. Non - Current Liabilities			
(a) Long -Term Borrowings	4	-	-
(b) Deferred Tax Liabilities (Net)	5	2,58,23,000	2,55,22,000
(c) Long - Term Provisions	6	6,27,040	8,63,675
		2,64,50,040	2,63,85,675
3. Current Liabilities			
(a) Short - Term Borrowings	7	90,36,552	1,06,24,20,574
(b) Trade Payables	8		
(i) Micro, Small and Medium Enterprises		41,363	75,422
(ii) Others		53,38,133	61,99,851
(c) Other Current Liabilities	9	39,19,335	7,80,76,871
(d) Short - Term Provisions	10	1,13,138	58,80,062
		1,84,48,521	1,15,26,52,780
		1,43,19,68,976	2,55,00,44,487
TOTAL			
II Assets			
1. Non - Current Assets			
(a) Property, Plant & Equipments	11		
(i) Tangible assets		64,33,43,688	65,04,89,903
(ii) Intangible assets		17,01,868	22,54,462
(iii) Intangible assets under development		8,94,799	12,80,999
		64,59,40,355	65,40,25,364
(b) Non - Current Investments	12	68,96,20,791	94,77,58,696
(c) Long - Term Loans and Advances	13	1,70,17,777	1,54,91,238
		1,35,25,78,923	1,61,72,75,297
2. Current Assets			
(a) Trade Receivables	14	1,39,01,651	1,78,91,773
(b) Cash and Bank Balances	15	6,05,22,756	40,83,111
(c) Short - Term Loans and Advances	16	42,89,646	91,06,09,439
(d) Other Current Assets	17	6,76,000	1,84,867
		7,93,90,053	93,27,69,190
TOTAL		1,43,19,68,976	2,55,00,44,487

Notes 1 to 33 forms part of Standalone Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
F.R.No. : 117366W/W-100018

Sd/-
Shrenik Baid
Partner
Mem. No. :103884
Mumbai: 29th May, 2019

For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai: 29th May, 2019

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)

Sd/-
Karishma Shah
Company Secretary
Mumbai: 29th May, 2019

**CHOICE INTERNATIONAL LIMITED
STATEMENT OF PROFIT AND LOSS**

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I Revenue from Operations	18	12,77,05,066	22,64,02,803
II Other Income	19	19,99,183	18,43,918
III Total Revenue (I + II)		12,97,04,249	22,82,46,721
IV Expenses			
Change in Inventories	20	-	16,65,555
Employee Benefits Expense	21	1,18,21,664	3,00,18,668
Depreciation	11	77,79,770	78,27,608
Finance Costs	22	5,63,80,318	9,88,59,119
Other Expense	23	3,57,60,964	5,97,88,048
Total Expense		11,17,42,716	19,81,58,998
V Profit Before Tax (III-IV)		1,79,61,533	3,00,87,722
VI Tax Expense:			
(a) Current Tax Expense		32,35,000	85,56,000
(b) Earlier Year Tax		(16,850)	10,77,506
(c) MAT Tax		(16,22,000)	-
(d) Deferred Tax		3,01,000	(25,58,362)
		18,97,150	70,75,144
VII Profit/(Loss) for the Period (V-VI)		1,60,64,383	2,30,12,578
VIII Earnings Per Equity Share (Face Value ₹10 Per Share):	24		
(1) Basic (₹)		0.80	1.25
(2) Diluted (₹)		0.80	1.15

Notes 1 to 33 forms part of Standalone Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
F.R.No. : 117366W/W-100018

For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)

Sd/-
Shrenik Baid
Partner
Mem. No. :103884
Mumbai: 29th May, 2019

Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai: 29th May, 2019

Sd/-
Karishma Shah
Company Secretary
Mumbai: 29th May, 2019

**CHOICE INTERNATIONAL LIMITED
CASH FLOW STATEMENT**

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. Cash flow from Operating Activities		
Net profit before tax	1,79,61,533	3,00,87,722
<u>Adjustments for:</u>		
Depreciation & Amortisation Expenses	77,79,770	78,27,608
Finance costs	5,63,80,318	9,88,59,119
Provision for Gratuity	(1,87,369)	(1,39,765)
Provision on standard loan assets	(22,50,000)	13,12,196
Credit balances written back	(13,48,003)	-
Profit on sale of Investments	(46,95,385)	(3,16,154)
Profit on sale of fixed assets	(20,650)	
Operating profit before Working Capital changes	7,36,20,214	13,76,30,726
<u>Changes in Working Capital</u>		
(Increase) in Trade Receivables	39,90,122	(80,08,091)
(Increase) in Loans & advances and other assets (Non Current & Current)	90,67,83,104	(53,15,09,270)
Decrease /(Increase) in Inventories	-	16,65,555
Decrease /(Increase) in Trade Payables	4,52,226	8,81,884
Decrease in Other liabilities & provisions (Non Current & Current)	(3,32,72,047)	3,40,16,672
<u>Cash used in operations</u>	95,15,73,619	(36,53,22,524)
- Income tax paid (Net)	(40,77,135)	(82,85,156)
Net cash flow (used in) Operating Activities	94,74,96,484	(37,36,07,680)
B. Cash flow from Investing Activities		
Purchase of Property, Plant & Equipments	(3,70,761)	(71,30,126)
Proceeds from Sale of Property, Plant & Equipments	6,96,650	-
Investment in Subsidiaries	(18,00,00,000)	(16,60,00,100)
Proceeds from Sale of investments of a subsidiary	6,00,00,000	13,16,154
Investment in associates	-	(4,97,55,000)
Proceeds from Sale of Investment in Associate	14,88,21,250	
Purchase of investments in other companies	-	(25,40,95,080)
Proceeds form Sale of investments in other companies	23,40,12,040	2,00,83,040
Net cash flow used in Investing Activities	26,31,59,179	(45,55,81,112)
C. Cash flow from Financing Activities		
Securities Premium on Equity Shares	-	30,00,00,000
Finance costs paid	(6,98,31,996)	(8,89,04,493)
Movement in Short-term borrowings from related parties (Net)	(10,66,30,123)	11,56,65,744
Movement in Short-term borrowings from others (Net)	(97,77,53,899)	49,26,80,479
Net cash flow from/(used in) Financing Activities	(1,15,42,16,018)	81,94,41,730
Net increase/(decrease) in Cash and Cash Equivalents	5,64,39,645	(97,47,062)
Opening Cash and Cash Equivalents	40,83,111	1,38,30,171
Closing Cash and Cash Equivalents (Refer note 15)	6,05,22,756	40,83,111

Note:- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statements notified under the Companies (Accounting Standards) Rules, 2006

Notes 1 to 33 forms part of Standalone Financial Statements.

For Deloitte Haskins & Sells LLP
Chartered Accountants
F.R.No. : 117366W/W-100018

For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)

Sd/-
Shrenik Baid
Partner
Mem. No. :103884
Mumbai: 29th May, 2019

Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai: 29th May, 2019

Sd/-
Karishma Shah
Company Secretary
Mumbai: 29th May, 2019



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE STANDALONE FINANCIAL STATEMENTS

Background

Choice International Limited ("CIL" / the "Company") is incorporated in India as a public limited company and registered with Reserve Bank of India as Non-Deposit Taking Non-Systemically Important Non-Banking Financial Services Company. The Company is engaged in financial services business comprising of lending, investments and advisory services. During the Company has surrendered its CoR (Certificate of Registration), however the cancellation is pending with RBI.

1: SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Accounting & preparation of Standalone Financial Statements:

The Standalone Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") and Guidelines issued by Reserve Bank of India. The Standalone Financial Statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the Standalone Financial Statements are consistent with those followed in the previous year.

b) Use of estimates:

The preparation of Standalone Financial Statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the Standalone Financial Statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the Standalone Financial Statements are prudent and reasonable. Actual results could differ from these estimates. Any change in the estimates is recognized prospectively in current and future period.

c) Revenue Recognition:

Revenue is recognized to the extent it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. In addition, the following criteria must be met before revenue is recognized:

- Interest and other dues on Lending are recognized on accrual basis, except in case of Non-Performing Assets (NPAs), wherein income is recognized on realization of the same. NPAs are determined in accordance with the Guidelines issued by the Reserve Bank of India.
- Income on services provided in the nature of Business Support Services ("BSS") is recognized on an accrual basis on completion of services as enumerated in the BSS policy of the Company.
- Profit or Loss on sale of investments is determined based on weighted average cost of investments and is recognized on trade date basis.
- Interests on fixed deposits are recognized on accrual basis..
- Dividend income is recognized once the unconditional right to receive dividend is established.

d) Property, Plant & Equipment

Tangible assets:

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

Intangible assets:

Intangible assets are recognized when it is probable that the

future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Revaluation of Assets:

Land is accounted for using revaluation model as per Revised Accounting Standard - 10. Revaluation Surplus is credited to revaluation surplus in Shareholder's equity. Subsequently, such Land will be carried at fair value based on periodic valuations by an independent registered appraiser. Other assets are accounted at cost basis.

e) Depreciation & Amortization:

Depreciation has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition to fixed assets is provided on a pro-rata basis from the date of addition. In respect of computer software which are amortized over a period of 6.17 years in accordance with the Accounting Standard 26 "Accounting for Intangible Assets".

The estimated useful life of intangible assets and the amortization period are reviewed at the end of each financial year and amortization method is revised to reflect the changed pattern.

f) Inventories:

Inventories of share & securities are valued at cost (on FIFO basis) or the net realizable whichever is lower, by taking the value of all the scripts of the shares cumulatively. Cost includes all incidental cost of acquisition.

g) Cash & Cash Equivalent:

Cash comprise cash on hand and demand deposits with banks. Cash equivalents are short term balances, highly liquid investments that are readily convertible in cash and which are are subjected to insignificant risk of change in value.

h) Finance Cost:

Interest cost is recognised as expenses in the period in which the cost is incurred. Other finance Charges includes origination fees and other ancillary costs with respect to funds mobilised by the Company which are amortised over the tenure of such borrowings

I) Employees Benefits:

- Short-term:** Short-term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company. These include Salary, Compensated leave encashment, Bonus, etc.
- Long-term:** The Company has both defined-contribution and defined-benefit plans. The defined contribution plans are financed by the company and in the case of some defined contribution plans by the Company along with its employees

• Defined-contribution Plans

These are plans in which a company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the Employees' Provident Fund and Family Pension Fund. The Company's payments to the defined contribution plans are reported as expenses in the period in which the employees perform the services that the payment covers

• Defined-benefit Plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

j) Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments, all other investments are classified as non-current investments. Investments are valued in accordance with the RBI guidelines and Accounting Standard-13 on "Accounting for investments".

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

Quoted current investments are valued at lower of cost and market value of investments on a category basis. Unquoted current investments are valued at lower of cost and breakup value/fair value of investments in accordance with RBI Guidelines

k) Impairment of Assets:

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

l) Accounting For Taxes On Income:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as

at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. The effect on Deferred Tax Assets and Liabilities of a change in tax rates is recognised in the Statement of Profit and Loss in the year of substantive enactment of the change. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

m) Provisions, contingent liabilities & assets:

A Provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29 - "Provisions, Contingent Liabilities and Contingent Assets" is made. Contingent Assets are neither recognised nor disclosed in the Standalone Financial Statements.

n) Provisioning under Prudential Norms:

- NPAs are identified and categorised according to the Guidelines issued by the Reserve Bank of India (RBI). Provisions are made against sub-standard, doubtful and loss assets at the rates prescribed in the RBI guidelines, unless an accelerated provision / write-off is warranted on a case to case basis where additional risks are identified by the Management
- Provisioning for NPAs is dependent upon, inter alia, whether the NPA is secured or unsecured. Loans are considered as secured, where the Company has valid recourse to assets / recovery by Pledge of shares, units, other securities.
- Provision for Standard Assets is made at 0.25% on the outstanding standard assets in accordance with RBI guidelines.
- Impairment in the investment portfolio is provided, as per the Guidelines issued by the RBI, unless an accelerated provision write-off is warranted on a case to case basis

o) Cash Flow Statement:

Cash flow is reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of the transactions on non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company is segregated based on available information.

For the purpose of Cash Flow Statement, cash and cash equivalents includes fixed deposits which are freely remissible but excludes interest accrued on fixed deposits.

p) Earnings Per Share

Basic earnings per share is calculated by dividing the Net Profit / (Loss) for the period attributable to equity shareholders of the Company by weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by dividing the Net Profits / (Loss) for the period attributable to equity shareholders of the Company by weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
2 SHARE CAPITAL		
(a) Details of authorised, issued and subscribed and paid up share capital		
Authorised Capital 20,100,000 (PY 20,100,000) Equity Shares of ₹ 10/- each	20,10,00,000	20,10,00,000
Issued Capital 20,004,800 (PY 20,004,800) Equity Shares of ₹ 10/- each	20,00,48,000	20,00,48,000
Subscribed and Paid up Capital 20,004,800 (PY 20,004,800) Equity Shares of ₹10/- each fully paid-up	20,00,48,000	20,00,48,000
	20,00,48,000	20,00,48,000

Rights, preferences and restrictions attached to each class of shares -

The Company has only one class of share capital, i.e., equity shares having face value of ₹10/- per share. Each holder of equity share is entitled to one vote per share. The Shareholders are entitled to interim dividend if proposed by the Board of Directors. The Final dividend is subject to approval of the shareholders in the Annual General Meeting.

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

No. of shares at the beginning of the year	2,00,04,800	1,00,04,800
Add : Shares issued during the year	-	1,00,00,000
No. of shares at the end of the year	2,00,04,800	2,00,04,800

(c) Shareholders holding more than 5% of equity shares as at the end of the year

Vinita Sunil Patodia	Promoter	15,75,000 7.87%	15,75,000 7.87%
Kamal Poddar	Promoter	25,00,011 12.50%	25,00,011 12.50%
Arun Poddar	Promoter	21,00,000 10.50%	21,00,000 10.50%
Archana Anil Patodia	Promoter	15,75,000 7.87%	15,75,000 7.87%
Sonu Poddar	Promoter	12,50,000 6.25%	12,50,000 6.25%
Sunil Patodia	Promoter	11,00,000 5.50%	11,00,000 5.50%
Anil Patodia	Promoter	11,00,000 5.50%	11,00,000 5.50%
Azura Projects Private Limited		12,85,026 6.42%	12,85,026 6.42%

CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
3 RESERVES AND SURPLUS		
a) Statutory Reserve *		
Opening Balance	3,50,60,000	3,04,57,000
Add : Transferred from statement of profit & loss	32,13,000	46,03,000
Closing Balance	3,82,73,000	3,50,60,000
b) Capital Reserve		
Opening Balance	8,69,500	8,69,500
Add : Transferred from statement of profit & loss	-	-
Closing Balance	8,69,500	8,69,500
c) Securities Premium Reserve		
Opening Balance	63,92,17,300	33,92,17,300
Add : received on shares issued during the period	-	30,00,00,000
Closing Balance	63,92,17,300	63,92,17,300
d) Revaluation reserve** -		
Opening Balance	41,70,22,090	-
Addition during the year	-	41,70,22,090
	41,70,22,090	41,70,22,090
e) Surplus in statement of profit & loss -		
Opening Balance	7,87,89,142	6,03,79,564
Add : profit for the year	1,60,64,383	2,30,12,578
Less- Transfer to Statutory Reserve	32,13,000	46,03,000
Closing Balance	9,16,40,525	7,87,89,143
	1,18,70,22,415	1,17,09,58,033

*The Management has created a statutory reserve of ₹ 3,213,000/- (PY- ₹ 4,603,000/-) as per the provisions of section 45-IC of Reserve Bank of India Act, 1934.

**Pursuant to the Revised AS 10 "Accounting for Fixed Assets", during the previous year the Company has revalued freehold lands at fair market value, under revaluation model. Pursuant to the foregoing, during the previous year, property, plant & equipment increased by Rs. 417,022,090/- and Reserves & Surplus increased by Rs. 417,022,090/-

4 LONG TERM BORROWINGS

Secured loans		
Non Convertible Debentures*	-	3,10,00,000
NIL (PY- 310) Index linked non convertible, redeemable debentures of Rs. 100,000 each	-	3,10,00,000
Less- Current maturity of long term borrowings	-	NIL

* Non Convertible Debentures referred above are issued on private placement basis which are secured against loans & advances. The debentures are index linked.

(Amount in ₹)

Particulars	As at March 31, 2018	Movement for the year	As at March 31, 2019
5 DEFERRED TAX LIABILITIES (NET)			
The major components of deferred tax liabilities / assets (net) as recognised in the financial statements is as follows:			
Deferred tax liability - On difference between book balance & tax balance of fixed assets	2,63,98,000	(3,83,000)	2,60,15,000
Deferred tax asset -			
Provision for employee benefit expenses	(2,57,000)	65,000	(1,92,000)
Provision for standard loan assets	(6,19,000)	6,19,000	-
	2,55,22,000	3,01,000	2,58,23,000



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
6 LONG-TERM PROVISIONS		
Provision for employee benefit expenses	6,27,040	8,63,675
	6,27,040	8,63,675
7 SHORT TERM BORROWINGS		
Secured loans		
Bank overdraft*	931	-
Loans taken from financial institutions**	-	93,67,40,036
Unsecured loans		
Loans taken from subsidiaries (refer note 29)	90,35,621	11,56,65,744
Loans taken from others	-	1,00,14,794
	90,36,552	1,06,24,20,574
* Sanctioned bank overdraft facility of Rs. 14.25 cr is secured against personal assets of promoters and director and corporate guarantee of Choice Equity Broking Private Limited.		
** Loans taken from Financial Institutions are secured against shares & securities placed as collateral by customers to whom loans has been given.		
8 TRADE PAYABLES		
Dues to Micro, Small and Medium Enterprises*	41,363	75,422
Other than Micro, Small and Medium Enterprises	53,38,133	61,99,851
	53,79,496	62,75,273

Based on information received by the Company from its suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 and relied upon by the auditors; details of amount due to such vendors is as below:

S No	Particulars		
(i) Principal Amount Outstanding	41,363	75,422	
(ii) Interest due on above and unpaid	-	-	
(iii) Interest due and payable for the period of delay	-	-	
(iv) Interest accrued and remaining unpaid	-	-	
9 OTHER CURRENT LIABILITIES			
Current Maturities of long term borrowings		3,10,00,000	
Payable for Statutory dues	28,60,235	63,07,045	
Payable towards partly paid Investment	-	2,96,43,040	
Other liability	10,59,100	11,61,197	
Interest Accrued but not due on debentures	-	98,85,488	
Equity Stock Option Premium	-	80,100	
	39,19,335	7,80,76,870	
10 SHORT TERM PROVISIONS			
Provision for interest on debentures	-	35,66,190	
Provision against standard loan assets	-	22,50,000	
Provision for employee benefit expenses	1,13,138	63,872	
	1,13,138	58,80,062	

CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

11 PROPERTY, PLANT & EQUIPMENT

Current Year

Description	Gross Block (Cost or Valuation)				Depreciation & Amortisation			Net Block	
	As at April 1, 2018	Additions	Adjustments	Deductions	As at April 31, 2018	Charged For the year	Deductions	As at March 31, 2019	As at March 31, 2018
(i) Tangible Assets:									
Freehold Land (Revalued)	44,50,00,000	-	-	-	44,50,00,000	-	-	44,50,00,000	44,50,00,000
Building owned	21,47,76,824	-	-	-	21,47,76,824	33,94,592	-	18,53,17,490	18,87,12,082
Water Pumps & Borewell	1,75,363	-	-	-	1,75,363	33,319	-	73,806	1,07,125
Computer Hardwares	20,83,698	15,661	-	3,80,601	17,18,758	4,00,463	3,80,601	1,79,445	5,64,247
Server & Networks	69,70,753	-	-	-	69,70,753	7,82,714	-	29,87,203	37,69,917
Electric Installation	38,35,109	-	-	-	38,35,109	4,04,488	-	12,09,076	16,13,564
Furniture & Fixtures	1,22,01,966	-	-	-	1,22,01,966	11,99,978	-	42,83,915	54,83,893
Solar Plant	14,04,425	-	-	-	14,04,425	53,368	-	13,01,636	13,55,004
Vehicles	6,78,301	-	-	-	6,78,301	5,96,946	-	33,915	81,355
Office Equipments	1,15,88,534	65,300	-	-	1,16,53,834	77,85,818	-	29,57,202	38,02,716
Total	69,87,14,973	80,961	-	3,80,601	69,84,15,333	4,82,25,070	3,80,601	64,33,43,688	65,04,89,903
(ii) Intangible Assets:									
Computer Softwares	2,45,52,766	-	-	2,07,87,989	37,64,777	5,52,594	2,07,87,989	17,01,868	22,54,462
Total	2,45,52,766	-	-	2,07,87,989	37,64,777	5,52,594	2,07,87,989	17,01,868	22,54,462
(iv) Intangible assets under development	12,80,999	2,89,800	-	6,76,000	8,94,799	-	-	8,94,799	12,80,999
Grand Total (i+ii+iii+iv)	72,45,48,738	3,70,761	-	2,18,44,590	70,30,74,909	77,79,770	2,11,68,590	64,59,40,355	65,40,25,364

(Amount in ₹)

Previous Year		Gross Block (Cost or Valuation)					Depreciation & Amortisation				Net Block		(Amount in ₹)
Description	As at April 1, 2017	Additions	Adjustments	Deductions	As at March 31, 2018	As at April 31, 2017	Charged For the year	Deductions	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017		
(i) Tangible Assets:													
Freehold Land (Revalued)	2,79,77,910	-	41,70,22,090	-	44,50,00,000	-	-	-	-	-	44,50,00,000	2,79,77,910	
Building owned	21,47,76,824	-	-	-	21,47,76,824	2,26,70,150	33,94,592	-	2,60,64,742	18,87,12,082	19,21,06,674		
Water Pumps & Borewell	1,75,363	-	-	-	1,75,363	35,011	33,227	-	68,238	1,07,125	1,40,352		
Computer Hardwares	19,43,200	1,40,498	-	-	20,83,698	11,16,033	4,03,418	-	15,19,451	5,64,247	8,27,167		
Server & Networks	35,71,025	33,99,728	-	-	69,70,753	24,63,609	7,37,227	-	32,00,836	37,69,917	11,07,416		
Electric Installation	38,35,109	-	-	-	38,35,109	18,17,057	4,04,488	-	22,21,545	16,13,564	20,18,052		
Furniture & Fixtures	1,20,67,586	1,34,380	-	-	1,22,01,966	54,10,736	13,07,337	-	67,18,073	54,83,893	66,56,850		
Solar Plant	-	14,04,425	-	-	14,04,425	-	49,421	-	49,421	13,55,004	-		
Vehicles	6,78,301	-	-	-	6,78,301	5,03,851	93,095	-	5,96,946	81,355	1,74,450		
Office Equipments	96,70,039	19,18,495	-	-	1,15,88,534	69,96,246	7,89,572	-	77,85,818	38,02,716	26,73,793		
Total	27,46,95,357	69,97,526	41,70,22,090	-	69,87,14,973	4,10,12,693	72,12,377	-	4,82,25,070	65,04,89,903	23,36,82,664		
(ii) Intangible Assets:													
Computer Softwares	2,42,87,766	2,65,000	-	-	2,45,52,766	2,16,83,073	6,15,231	-	2,22,98,304	22,54,462	26,04,693		
Total	2,42,87,766	2,65,000	-	-	2,45,52,766	2,16,83,073	6,15,231	-	2,22,98,304	22,54,462	26,04,693		
(iii) Capital work in progress	11,25,600	2,78,825	-	14,04,425	-	-	-	-	-	-	11,25,600		
(iv) Intangible assets under development	2,87,799	9,93,200	-	-	12,80,999	-	-	-	-	12,80,999	2,87,799		
Grand Total (i+ii+iii+iv)	30,03,96,522	85,34,551	41,70,22,090	14,04,425	72,45,48,738	6,26,95,766	78,27,608	-	7,05,23,374	65,40,25,364	23,77,00,756		

CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
12 NON-CURRENT INVESTMENTS		
(a) Trade investments in unquoted equity shares fully paid-up		
Subsidiary companies -		
5,050,000 (PY - 5,050,000 shares of ₹10/- each of Choice Capital Advisors Private Limited	5,05,00,000	5,05,00,000
8,017,800 (PY - 6,650,000) shares of ₹10/- each of Choice Equity Broking Private Limited	44,14,00,000	39,14,00,000
Nil (PY-1,400,000) shares of ₹10/- each of Choice Merchandise Broking Private Limited ¹	-	5,00,00,000
1,110,000 (PY - 2,110,000) shares of ₹10/- each of Choice Portfolio Management Services Private Limited ²	1,10,88,877	2,10,78,857
50,00,000 (PY - 50,00,000) shares of ₹10/- each of Choice Consultancy Services Private Limited	3,01,00,000	3,01,00,000
10,000 (PY - 10,000) shares of ₹10/- each of Choice Wealth Management Private Limited	1,00,000	1,00,000
10,000 (PY -10,000) shares of ₹10/- each of Choice Corporate Services Private Limited	75,394	75,394
100,000 (PY -100,000) shares of ₹10/- each of Choice Peers International Private Limited	10,00,000	10,00,000
8,560,000 (PY -110,60,000) shares of ₹10/- each of Choice Finserve Private Limited ³	15,52,56,420	2,06,00,000
10,000 (PY - 10,000) shares of ₹10/- each of Choice Techlab Solutions Private Limited	1,00,000	1,00,000
10,000 (PY - 10,000) shares of ₹10/- each of Choice Retails Solutions Private Limited	100	100
(b) Other investments in quoted equity shares fully paid-up		
Associate company -		
Nil (PY - 5,952,850) shares of ₹10/- each of Aqua Pumps Infra Ventures Limited ⁴	-	14,87,92,305
Other Company		
Nil (PY - 4,50,000) shares of ₹10/- each of Kisan Mouldings Limited ⁵	-	5,35,05,000
(c) Other investments in unquoted equity shares fully paid-up		
Nil (PY - 4,00,000) shares of ₹10/- each of Gini & Jony Limited ⁶	-	5,05,60,000
Nil (PY - 523,980) shares of ₹10/- each Jaatvedas Construction Company Limited ⁶	-	12,99,47,040
Less : Provision for diminution in the value of investments		
	68,96,20,791	94,77,58,696
Aggregate book value of -		
Quoted fully paid-up investments	-	20,22,97,305
Unquoted fully paid-up investments	68,96,20,791	74,54,61,391
Aggregate market value of -		
Quoted fully paid-up investments	-	20,59,68,050
13 LONG TERM LOANS & ADVANCES		
Unsecured, considered good		
Security deposits	17,28,250	26,82,696
MAT Credit Entitlement	75,11,277	58,89,277
Advance Tax (net of provisions)*	77,78,250	69,19,265
	1,70,17,777	1,54,91,238

*The above advance tax is net off provision of Rs. 32,29,000 for assessment year 2019-20.

**CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
14 TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding six months from due date	-	
Related Parties (Refer note 29)	1,38,81,001	1,78,91,773
Others (Refer note 29)	20,650	-
	1,39,01,651	1,78,91,773
15 CASH AND BANK BALANCES		
Cash on Hand	-	43,574
Cheques In Hand	5,35,05,000	-
Bank Balances -		
In current accounts	62,07,878	31,52,151
Cash & Cash Equivalents (as per "AS-3 Cash Flow Statements")	5,97,12,878	31,95,725
Other Bank Balances (Earmarked - unpaid dividend accounts)	8,09,878	8,87,386
	6,05,22,756	40,83,111
16 SHORT-TERM LOANS AND ADVANCES		
Secured, considered good		
Loans against shares & securities	-	50,62,83,364
Unsecured, considered good		
Loans & advances to related parties (Refer note 29)	-	18,68,19,605
Balance with government authorities		
GST input receivable	27,314	36,330
Loans & advances to others	17,74,411	20,70,52,726
Advances to vendors	1,99,054	51,28,247
Loan to Employees	57,077	-
Prepaid expenses	22,31,789	52,89,166
	42,89,646	91,06,09,439
17 OTHER CURRENT ASSETS		
Margin Money	-	1,84,867
Other Receivables from Related parties (Refer note 29)	6,76,000	-
	6,76,000	1,84,867
18 REVENUE FROM OPERATIONS		
Income from business support services	7,70,35,837	11,90,84,255
Interest income -		
subsidiaries	22,06,426	47,05,643
others	4,36,87,318	10,06,53,506
Profit on sale of subsidiaries & associate	46,95,385	3,16,154
Other Operating Revenue	80,100	1,600
Sale of shares & securities	-	16,41,645
	12,77,05,066	22,64,02,803
19 OTHER INCOME		
Credit balances written back	13,48,003	-
Interest on IT refund	6,30,530	
Realised gain on derivatives	-	17,71,148
Miscellaneous Income	-	72,770
Profit on sale of fixed assets	20,650	
	19,99,183	18,43,918
20 CHANGES IN INVENTORIES		
Shares & Securities		
At the beginning of the year	-	16,65,555
Less : At the end of the year	-	-
	-	16,65,555

**CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
21 EMPLOYEE BENEFIT EXPENSES		
Salaries, allowances and incentives	1,16,72,405	2,90,19,116
Staff welfare expenses	86,014	4,16,733
Contribution to provident fund & other funds	63,245	5,82,819
	1,18,21,664	3,00,18,668
22 FINANCE COST		
Interest on borrowings from		
- financial institution	2,64,73,826	7,42,88,652
- related parties	2,41,99,309	67,38,679
- others	7,39,726	63,21,863
Interest on Debentures	43,49,405	1,15,09,924
Other borrowing costs	6,18,052	-
	5,63,80,318	9,88,59,119
23 OTHER EXPENSES		
Communication expenses	67,43,564	83,13,081
Rent	58,55,682	84,86,651
Electricity Charges	51,36,470	66,82,738
Canteen Expenses	40,17,061	37,58,059
Computer Expenses	28,13,525	29,81,892
Legal and professional	26,78,775	59,37,461
Provision on Standard loan assets / (Written Back)	(22,50,000)	13,12,196
Repairs & maintenance	18,83,973	45,93,677
Rates & taxes	16,82,591	17,98,796
Printing and stationery	9,57,535	18,76,181
Business Promotion	7,95,450	31,35,961
Director sitting fees	5,50,000	10,50,000
CSR Expenses	3,36,987	11,61,661
Traveling & Conveyance expenses	1,84,768	42,98,847
Insurance Expenses	58,014	1,06,164
Commission & Brokerage	-	1,35,000
Bank charges	6,944	12,677
Miscellaneous expenses*	43,09,625	41,47,006
	3,57,60,964	5,97,88,048
* Miscellaneous expenses includes Auditor's remuneration as below :		
As auditors	18,00,000	19,20,000
Other matters	9,75,000	-
Out of Pocket Expenses	72,076	-
	28,47,076	19,20,000
24 EARNINGS PER EQUITY SHARE		
Profit/(Loss) attributable to equity shareholders	1,60,64,383	2,30,12,578
Weighted average number of equity shares	2,00,04,800	1,83,88,362
Basic Earnings Per Share	0.80	1.25
Face value per Share	10	10
Profit after adjusting interest on potential equity shares	1,60,64,383	2,30,12,578
Weighted average number of equity share after considering potential equity shares	2,00,04,800	2,00,04,800
Diluted Earnings per Share	0.80	1.15



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

Accompanying notes to the financial statements

25 Contingent liabilities & Capital Commitments :

A Contingent Liabilities*

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
l) Income tax demand contested by the Company	19,34,494	19,34,494
	19,34,494	19,34,494

*The Company does not expect any outflow of economic resources in respect of above.

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
*Corporate guarantees issued to Banks & Financial Institutions on behalf of subsidiaries -	84,92,44,954	1,05,38,73,165

* The above represents corporate guarantee utilised for Choice Equity Broking Private Limited is Rs. 545,921,022, for Choice Finserv Private Limited is Rs. 193684654/-, for Choice Capital Advisors Private Limited is Rs. 8,238,645/- and for Choice Consultancy Services Private Limited is Rs. 101,400,633/-. However the overall sanction amount is Rs. 2,618,800,000/-.

B Capital Commitments- Nil

26 Expenditure in Foreign Currency

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Foreign Travelling	-	9,86,383

27 Employee benefit plans :

The Company has classified the various benefits provided to employees as under:

1. Defined Contribution Plan

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss: (Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Employer's Contribution to Provident Fund	42,141	2,86,856
Employer's Contribution to ESIC	21,104	2,95,963
Total	63,245	5,82,819

2. Defined benefit plans

The Company offers the gratuity as employee benefit schemes to its employees. The Company operates funded post retirement defined plans for Gratuity. The plan is funded with LIC under New Group Cash Accumulation Plan. Details for which was as follows:

(Amount in ₹)

Expenses Recognised in the Statement of Profit & Loss	For the year ended March 31, 2019	For the year ended March 31, 2018
Components of employer expense		
Current service cost	73,627	4,50,078
Interest on obligation	71,947	77,082
Expected return on plan assets	-	-
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Recognised Past service cost vested	38,772	3,79,277
Actuarial losses/(gains)	(3,53,266)	17,240
Total expense recognised in the Statement of Profit & Loss	(1,68,920)	9,23,677

(Amount in ₹)

Funded status of the plan	For the year ended March 31, 2019	For the year ended March 31, 2018
Present value of unfunded obligation	-	9,66,318
Present value of funded obligation	7,53,728	-
Fair value of plan assets	(13,551)	-
Unrecognised past service costs	-	(38,772)
Net liability recognised in the Balance Sheet	7,40,177	9,27,546



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Table showing change in fair value of defined benefits obligation :	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening Defined Benefit Obligation	9,66,318	10,67,311
Net transfer in (out) obligation	-	(10,11,173)
Service cost	73,627	4,50,078
Interest cost	71,947	77,082
Past Service Cost	-	4,18,049
Actuarial (gain) / loss	(3,58,164)	17,240
Benefits paid	-	(52,269)
Closing Defined Benefit Obligation	7,53,728	9,66,318

(Amount in ₹)

Table showing Reconciliation of Plan Assets	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening value of plan assets	-	-
Actuarial gain / (loss)	(4,898)	-
Contribution by employer	18,449	-
Closing Defined Benefit Obligation	13,551	-

(Amount in ₹)

Experience Adjustments	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Experience adjustments on plan liabilities	(3,62,420)	50,740	22,523
Actuarial loss/(gain) due to change in demographic assumptions	-	-	-
Actuarial loss/(gain) due to change in financial assumptions	4,256	(33,500)	80,434
Experience adjustments on plan assets	4,898	-	-
Net Actuarial loss/(gain) for the year	(3,53,266)	17,240	1,02,957

(Amount in ₹)

Experience Adjustments	As at March 31, 2016	As at March 31, 2015
Experience adjustments on plan liabilities	1,00,325	(56,334)
Actuarial loss/(gain) due to change in demographic assumptions	-	-
Actuarial loss/(gain) due to change in financial assumptions	(6,038)	44,336
Experience adjustments on plan assets	-	-
Net Actuarial loss/(gain) for the year	94,287	(11,998)

(Amount in ₹)

Actuarial assumptions	As on 31.03.2019	As on 31.03.2018
Discount rate	7.65% p.a.	7.70% p.a.
Expected return on plan assets	7.65% p.a.	Not Applicable
Salary escalation	6.00% p.a.	6.00% p.a.
Withdrawal Rates	5% at younger ages reducing to 1% at older ages	5% at younger ages reducing to 1% at older ages

Note:- (i) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors. The above information is certified by the actuaries and relied upon by auditors.

Note:- (ii) The composition of the plan assets has not been provided by the Insurance Company.

**CHOICE INTERNATIONAL LIMITED****ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS**

28 Schedule as required in terms of paragraph 18 Master Direction - Non-Banking Financial Company-Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016. (Refer Note 30)

(Amount in ₹)

Liabilities side	Amount Outstanding	Amount Overdue
(1) Loans & advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:		
(a) Debentures		NIL
Secured		
Unsecured	NIL	NIL
(other than falling within the meaning of public deposits*)		
(b) Deferred credits	NIL	NIL
(c) Term loans	NIL	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial paper	NIL	NIL
(f) Public deposits	NIL	NIL
(g) Other loans (specify nature)	NIL	NIL
Bank overdraft	931	NIL
Financial institutions loan against shares & securities	-	NIL
Related parties	90,35,621	NIL
Total -	90,36,552	NIL

*As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :

(a) In the form of Unsecured debentures	NIL	NIL
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security (c) Other public deposits	NIL	NIL
	NIL	NIL

Assets side	Amount Outstanding
(3) Break-up of loans and advances including bills receivables (other than those included in (4) below):	
(a) Secured	
(b) Unsecured	NIL
	NIL
(4) Break-up of leased assets and stock on hire and other assets counting towards AFC activities:	
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial lease	NIL
(b) Operating lease	
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	NIL
(b) Repossessed assets	NIL
(iii) Other loans counting towards AFC activities:	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL

**CHOICE INTERNATIONAL LIMITED****ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT MARCH 31, 2019**

(Amount in ₹)

Assets side	Amount Outstanding
(5) Break-up of investments -	
<u>Current investments -</u>	
1) Quoted -	
(i) Shares	(a) Equity (b) Preference
	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL
2) Unquoted -	
(i) Shares	(a) Equity (b) Preference
	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL
<u>Long term investments -</u>	
1) Quoted -	
(i) Shares	(a) Equity (b) Preference
	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL
2) Unquoted -	
(i) Shares	(a) Equity (b) Preference
	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL
(6) Borrower group-wise classification of assets financed as in (3) and (4) above:	
Category	Secured Amount net of provisions* Unsecured Total
1. Related parties**	
(a) Subsidiaries	NIL - -
(b) Companies in the same group	NIL NIL NIL
(c) Other related parties	NIL NIL NIL
2. Other than related parties	
Total	- - -
(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):	
Category	Market value / Break-up or fair value or NAV Book value (Net of provisions)
Unquoted	
1. Related parties**	
(a) Subsidiaries	- -
(b) Companies in the same group	89,42,28,217 68,96,20,791
(c) Other related parties	NIL NIL
2. Other than related parties***	
Total -	89,42,28,217 68,96,20,791
(8) Other information	
	Amount
(i) Gross non-performing assets	
(a) Related parties**	NIL
(b) Other than related parties	NIL
(ii) Net non-performing assets	
(a) Related parties**	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

*Provisioning norms shall be applicable as prescribed in these Directions.

** As per accounting standard of ICAI.

*** Unquoted investments are disclosed at Break-up Value & Fair Value unless Fair Value of the investments are available



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

Accompanying notes to the financial statements

29(i) Related Party Disclosure :

Details of Related Parties -

(Amount in ₹)

Description of Relationship	Names of Related Parties	March 31, 2019	March 31, 2018
a. Subsidiary Companies	Choice Capital Advisors Pvt. Ltd.	✓	✓
	Choice Corporate Services Pvt. Ltd.	✓	✓
	Choice Equity Broking Pvt. Ltd.	✓	✓
	Choice Merchandise Broking Pvt. Ltd. (Merged with CEBPL)		✓
	Choice Consultancy Services Pvt. Ltd.	✓	✓
	Choice Wealth Management Pvt. Ltd.	✓	✓
	Choice Portfolio Management Services Private Limited (Formerly known as Choice Insurance Brokers Pvt. Ltd.)	✓	✓
	Choice E-Commerce Private Limited (till March 26, 2018)		✓
	Choice Peers International Private Limited	✓	✓
	Choice Finserv Private Limited	✓	✓
	Choice Tech Lab Solutions Private Limited	✓	✓
	Choice Retail Solutions Private Limited	✓	✓
b. Associate Companies*	Aqua Pumps Infra Ventures Limited (APIVL)		✓
	Choice Realty Pvt. Ltd. (Subsidiary of APIVL)		✓
c. Key Management Personnel (KMP) and their relatives	Kamal Poddar (Managing Director)	✓	✓
	Santosh Poddar (Relative of KMP)	✓	✓
	Manju Poddar (Relative of KMP)	✓	✓
	Arun Poddar (Relative of KMP)	✓	✓
	Sonu Poddar (Relative of KMP)	✓	✓
	Meenu Bajaj (Relative of KMP)	✓	✓
	Hemlata Poddar (Non-executive Director & Relative of KMP)	✓	✓
	Ajay Kejriwal (Executive Director)	✓	✓
	Babita Kejriwal (Relative of KMP)	✓	✓
	Rajendra Kejriwal (Relative of KMP)	✓	✓
	Maltidevi Kejriwal (Relative of KMP)	✓	✓
	Vijay Kejriwal (Relative of KMP)	✓	✓
	Manisha Dattani (Relative of KMP)	✓	✓
	Manoj Singhanian (CFO)	✓	✓
	Shweta Chaudhary (Relative of KMP)	✓	✓
	Savita Singhanian (Relative of KMP)	✓	✓
	Murarilal Singhanian (Relative of KMP)	✓	✓
	Meena Singhanian (Relative of KMP)	✓	✓
	Karishma Shah (Company Secretary)	✓	✓
	Praful Shah (Relative of KMP)	✓	✓
	Falguni Shah (Relative of KMP)	✓	✓
d. Individuals owning directly or indirectly interest in voting power that gives them control & their relatives	Kamal Poddar - Holding 12.50% of Capital in CIL	✓	✓
	Hemlata Poddar - Holding 4.25% of Capital in CIL	✓	✓
	Sunil Patodia - Holding 5.50% of Capital in CIL	✓	✓
	Vinita Patodia - Holding 7.87% of Capital in CIL	✓	✓
	Anil Patodia - Holding 5.50% of Capital in CIL	✓	✓
	Archana Patodia - Holding 7.87% of Capital in CIL	✓	✓
	Arun Poddar - Holding 10.50% of Capital in CIL	✓	✓
	Sonu Poddar - Holding 6.25% of Capital in CIL	✓	✓
	Shreya Patodia - Holding 1.50% of Capital in CIL	✓	✓
	Suyash Patodia - Holding 1.50% of Capital in CIL	✓	✓
	Aastha Patodia - Holding 1.50% of Capital in CIL	✓	✓
	Ayush Patodia - Holding 1.50% of Capital in CIL	✓	✓
e. Enterprises over which (c) & (d) are able to exercise significant influence	S. K. Patodia & Associates	✓	✓
	The Byke Hospitality Ltd.	✓	✓
	Hotel Relax Pvt. Ltd.	✓	✓



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

Accompanying notes to the financial statements

29(i) Related Party Disclosure :

Details of Related Parties -

(Amount in ₹)

Description of Relationship	Names of Related Parties	March 31, 2019	March 31, 2018
	Manbhari Biofuel Pvt. Ltd.	✓	✓
	S. K. Patodia Advisory Services Pvt. Ltd.	✓	✓
	Shree Shakambhari Exims Private Limited (Formerly known as Upton Infrastructure Pvt. Ltd.)	✓	✓
	Aqua Pumps Pvt. Ltd.	✓	✓
	Wheresmypandit.com Pvt Ltd	✓	✓
	Gravotix Technology Private Limited	✓	✓
	Motormistri.com Private Limited	✓	✓
	Thoughts Consultants Jaipur Pvt. Ltd. in JV with Choice Consultancy Services Pvt. Ltd.	✓	✓
	VSC Consulting Private JV with Choice Consultancy Services Private Limited (w.e.f January 15, 2018)	✓	✓
	Infra Dev Consultants in JV with Choice Consultancy Services Pvt. Ltd.	✓	
	Samank Consumer Products Private Limited	✓	✓
	Samank Apparels Private Limited	✓	✓
	Choice Insurance Broking India Private Limited	✓	✓
	Mumbai Vaish Seva Sansthan	✓	✓
	Farmer's Evolvment Foundation	✓	✓
	Blazing Star Properties Private Limited	✓	✓
	Anant Incense Enterprise (Partnership name, entered by Aastha Patodia)	✓	✓
	Closhoerize (Partnership name, entered by Shreya Patodia)	✓	✓
	De Starvings Couriers LLP	✓	✓
	Choice Strategic Advisors LLP	✓	
	Lions Club of Mumbai Choice	✓	✓
	Lions Mumbai Choice Foundation	✓	
	Rupang Properties Private Limited	✓	
	Anil Patodia HUF	✓	✓
	Sunil Patodia HUF	✓	✓
	Arun Poddar HUF	✓	✓
	Kamal Poddar HUF	✓	✓

*During the year the Company has sold its stake in Aqua Pumps Infra Ventures Limited.



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(ii): Details of Related Party transactions during the year ended March 31, 2018

(Amount in ₹)

Particulars	Subsidiaries	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Transactions						
Equity investments in						
Choice Finserv Private Limited	18,00,00,000	-	-	-	-	18,00,00,000
	18,00,00,000	-	-	-	-	18,00,00,000
Sale of Equity investment in following companies to Choice Equity Broking Private Limited						
Choice Finserv Private Limited	4,53,43,580	-	-	-	-	4,53,43,580
Choice Portfolio Management Services Private Limited	99,89,980	-	-	-	-	99,89,980
	5,53,33,560	-	-	-	-	5,53,33,560
Loan Taken from -						
Kamal Poddar	-	-	1,10,00,000	-	-	1,10,00,000
Choice Capital Advisors Private Limited	36,00,000	-	-	-	-	36,00,000
Choice Equity Broking Private Limited	43,37,70,635	-	-	-	-	43,37,70,635
Choice Finserv Private Limited	21,20,92,477	-	-	-	-	21,20,92,477
Choice Consultancy Services Private Limited	1,00,52,965	-	-	-	-	1,00,52,965
	65,95,16,077	-	1,10,00,000	-	-	67,05,16,077
Loan Repaid -						
Kamal Poddar	-	-	1,10,00,000	-	-	1,10,00,000
Choice Capital Advisors Private Limited	93,69,920	-	-	-	-	93,69,920
Choice Equity Broking Private Limited	46,06,05,445	-	-	-	-	46,06,05,445
Choice Finserv Private Limited	20,30,56,856	-	-	-	-	20,30,56,856
Choice Consultancy Services Private Limited	1,00,52,965	-	-	-	-	1,00,52,965
	68,30,85,186	-	1,10,00,000	-	-	69,40,85,186
Loan Given to -						
Choice Consultancy Services Private Limited	6,55,65,079	-	-	-	-	6,55,65,079
Choice Corporate Services Private Limited	1,43,95,713	-	-	-	-	1,43,95,713
Choice Capital Advisors Private Limited	68,30,080	-	-	-	-	68,30,080
Choice Equity Broking Private Limited*	9,71,15,190	-	-	-	-	9,71,15,190
Choice Finserv Private Limited	9,05,20,000	-	-	-	-	9,05,20,000
Choice Peers International Private Limited	1,29,01,689	-	-	-	-	1,29,01,689
Choice Techlab Solutions Private Limited	4,52,29,786	-	-	-	-	4,52,29,786
Choice Wealth Management Private Limited	2,71,00,000	-	-	-	-	2,71,00,000
Choice Portfolio Management Services Private Limited	25,50,000	-	-	-	-	25,50,000
Choice Retail Solutions Private Limited	3,00,452	-	-	-	-	3,00,452
Samank Consumer Products Private Limited	-	-	-	-	-	-
	36,25,07,989	-	-	-	-	36,25,07,989
Loan Repayment received from -						
Choice Consultancy Services Private Limited	8,57,12,114	-	-	-	-	8,57,12,114
Choice Corporate Services Private Limited	2,08,00,612	-	-	-	-	2,08,00,612
Choice Capital Advisors Private Limited	68,30,080	-	-	-	-	68,30,080
Choice Equity Broking Private Limited	9,71,15,190	-	-	-	-	9,71,15,190
Choice Finserv Private Limited	9,05,20,000	-	-	-	-	9,05,20,000
Choice Peers International Private Limited	2,73,91,284	-	-	-	-	2,73,91,284
Choice Techlab Solutions Private Limited	6,26,78,683	-	-	-	-	6,26,78,683
Choice Wealth Management Private Limited	4,53,25,000	-	-	-	-	4,53,25,000
Choice Portfolio Management Services Private Limited	29,13,165	-	-	-	-	29,13,165
Choice Retails Solutions Private Limited	10,00,452	-	-	-	-	10,00,452
Samank Consumer Products Private Limited	-	-	-	-	2,59,80,000	2,59,80,000
	44,02,86,580	-	-	-	2,59,80,000	46,62,66,580
Advance received						
Samank Consumer Products Private Limited	-	-	-	-	4,10,00,000	4,10,00,000
	-	-	-	-	4,10,00,000	4,10,00,000



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(ii): Details of Related Party transactions during the year ended March 31, 2018

(Amount in ₹)

Particulars	Subsidiaries	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Advance amount repaid						
Samank Consumer Products Private Limited	-	-	-	-	4,10,00,000	4,10,00,000
	-	-	-	-	4,10,00,000	4,10,00,000
Transfer of assets.						
Choice Finserv Private Limited	6,76,000	-	-	-	-	6,76,000
	6,76,000	-	-	-	-	6,76,000
Revenue from Operations						
Income from Business Support Services						
Choice Equity Broking Private Limited	2,67,55,900	-	-	-	-	2,67,55,900
Choice Wealth Management Private Limited	9,21,700	-	-	-	-	9,21,700
Choice Capital Advisors Private Limited	58,15,700	-	-	-	-	58,15,700
Choice Corporate Services Private Limited	6,17,900	-	-	-	-	6,17,900
Choice Consultancy Services Private Limited	1,44,84,600	-	-	-	-	1,44,84,600
The Byke Hospitality Limited	-	-	-	-	85,14,737	85,14,737
S K Patodia & Associates	-	-	-	-	1,94,92,000	1,94,92,000
Choice Insurance Broking India Private Limited	-	-	-	-	4,33,300	4,33,300
	4,85,95,800	-	-	-	2,84,40,037	7,70,35,837
Interest on Loans						
Choice Equity Broking Private Limited	20,444	-	-	-	-	20,444
Choice Consultancy Services Private Limited	15,83,523	-	-	-	-	15,83,523
Choice Finserv Private Limited	6,02,459	-	-	-	-	6,02,459
Samank Consumer Products Private Limited	-	-	-	-	10,98,513	10,98,513
	22,06,426	-	-	-	10,98,513	33,04,939
Brokerage & DP Charges						
Choice Equity Broking Private Limited	-	-	-	-	-	-
	-	-	-	-	-	-
Finance Costs						
Interest on Loans						
Choice Equity Broking Private Limited	74,10,237	-	-	-	-	74,10,237
Choice Consultancy Services Private Limited	50,054	-	-	-	-	50,054
Choice Finserv Private Limited	1,67,39,018	-	-	-	-	1,67,39,018
Other Borrowing Costs						
Choice Equity Broking Private Limited	-	-	-	-	-	-
	2,41,99,309	-	-	-	-	2,41,99,309
Employee Benefit Expenses						
Director Remuneration						
Salary & Allowances	-	-	42,00,000	-	-	42,00,000
Manoj Singhania						
	-	-	15,01,507	-	-	15,01,507
Karishman Shah						
	-	-	9,82,879	-	-	9,82,879
	-	-	66,84,386	-	-	66,84,386
Other Expenses						
Lions Club of Mumbai Choice						
	-	-	-	-	50,000	50,000
Lions Mumbai Choice Foundation						
	-	-	-	-	1,64,000	1,64,000
	-	-	-	-	2,14,000	2,14,000

**CHOICE INTERNATIONAL LIMITED**
ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	Subsidiaries	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Balances outstanding at the end of the year						
Short Term Borrowings						
Choice Finserv Private Limited	90,35,621	-	-	-	-	90,35,621
	90,35,621					90,35,621
Trade receivables -						
Choice Equity Broking Private Limited	57,06,116	-	-	-	-	57,06,116
Choice Wealth Management Private Limited	1,83,048	-	-	-	-	1,83,048
Choice Capital Advisors Private Limited	1,41,752	-	-	-	-	1,41,752
Choice Corporate Services Private Limited	1,36,764	-	-	-	-	1,36,764
Choice Consultancy Services Private Limited	19,69,938	-	-	-	-	19,69,938
The Byke Hospitality Limited	-	-	-	-	23,25,991	23,25,991
S K Patodia & Associates	-	-	-	-	33,02,204	33,02,204
Choice Insurance Broking India Private Limited	-	-	-	-	1,15,188	1,15,188
	81,37,618	-	-	-	57,43,383	1,38,81,001
Trade Payables						
Kamal Poddar	-	-	25,589	-	-	25,589
Manoj Singhania	-	-	1,19,211	-	-	1,19,211
Karishma Shah	-	-	86,898	-	-	86,898
	-	-	2,31,698	-	-	2,31,698
Other Current Assets						
Choice Finserv Private Limited	6,76,000	-	-	-	-	6,76,000
	6,76,000	-	-	-	-	6,76,000
Non Current Investments						
Choice Equity Broking Private Limited	44,14,00,000	-	-	-	-	44,14,00,000
Choice Capital Advisors Private Limited	5,05,00,000	-	-	-	-	5,05,00,000
Choice Consultancy Services Private Limited	3,01,00,000	-	-	-	-	3,01,00,000
Choice Portfolio Management Services Private Limited	1,10,88,877	-	-	-	-	1,10,88,877
Choice Finserv Private Limited	15,52,56,420	-	-	-	-	15,52,56,420
Choice Peers International Private Limited	10,00,000	-	-	-	-	10,00,000
Choice Wealth Management Private Limited	1,00,000	-	-	-	-	1,00,000
Choice Techlab Solutions Private Limited	1,00,000	-	-	-	-	1,00,000
Choice Corporate Services Private Limited	75,394	-	-	-	-	75,394
Choice Retail Solutions Private Limited	100	-	-	-	-	100
	68,96,20,791	-	-	-	-	68,96,20,791

* Choice International Limited and Choice Equity Broking Private Limited have entered into an agreement to grant & obtain loan from each other up to amount of Rs. 650,000,000/- @ 14% p.a. During the current period, the company has done gross transaction aggregating of Rs. 2,558,265,378/- towards payment and Rs. 2,531,430,568/- towards receipts.

* Choice International Limited and Choice Finserv Private Limited have entered into an agreement of grant & obtain loan from each other up to amount of Rs. 500,000,000/- @ 14% p.a..During the current period, the company has done gross transaction aggregating of Rs. 605,686,936/- towards payment and Rs. 614,722,557/- towards receipts.

**CHOICE INTERNATIONAL LIMITED**
ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(ii): Details of Related Party transactions during the year ended March 31, 2019

(Amount in ₹)

Particulars	Subsidiaries	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Transactions						
Equity investments in						
Choice Consultancy Services Private Limited	3,00,00,000	-	-	-	-	3,00,00,000
Choice Equity Broking Private Limited	10,00,00,000	-	-	-	-	10,00,00,000
Choice Finserv Private Limited	2,00,00,000	-	-	-	-	2,00,00,000
Choice Portfolio Management Services Pvt Ltd	1,60,00,000	-	-	-	-	1,60,00,000
Choice Retail Solutions Private Limited	100	-	-	-	-	100
Aqua Pumps Infra Ventures Limited	-	4,97,55,000	-	-	-	4,97,55,000
	16,60,00,100	4,97,55,000	-	-	-	21,57,55,100
Loan Taken from -						
Kamal Poddar	-	-	9,88,46,290	-	-	9,88,46,290
Choice Capital Advisors Private Limited	63,00,000	-	-	-	-	63,00,000
Choice Equity Broking Private Limited	23,89,49,087	-	-	-	-	23,89,49,087
Choice Merchandise Broking Private Limited	11,38,74,230	-	-	-	-	11,38,74,230
	35,91,23,317	-	9,88,46,290	-	-	45,79,69,608
Loan Repaid -						
Kamal Poddar	-	-	9,88,46,290	-	-	9,88,46,290
Choice Capital Advisors Private Limited	5,30,080	-	-	-	-	5,30,080
Choice Equity Broking Private Limited	23,89,49,087	-	-	-	-	23,89,49,087
Choice Merchandise Broking Private Limited	39,78,406	-	-	-	-	39,78,406
	24,34,57,573	-	9,88,46,290	-	-	34,23,03,863
Loan Given to -						
Choice Consultancy Services Private Limited	9,42,00,000	-	-	-	-	9,42,00,000
Choice Corporate Services Private Limited	1,35,68,882	-	-	-	-	1,35,68,882
Choice Capital Advisors Private Limited	1,32,00,000	-	-	-	-	1,32,00,000
Choice E-Commerce Private Limited	2,52,70,000	-	-	-	-	2,52,70,000
Choice Equity Broking Private Limited*	21,75,93,231	-	-	-	-	21,75,93,231
Choice Merchandise Broking Private Limited**	5,56,34,367	-	-	-	-	5,56,34,367
Choice Finserv Private Limited	2,00,00,000	-	-	-	-	2,00,00,000
Choice Peers International Private Limited	80,95,000	-	-	-	-	80,95,000
Choice Techlab Solutions Private Limited	1,32,68,186	-	-	-	-	1,32,68,186
Choice Wealth Management Private Limited	1,85,00,000	-	-	-	-	1,85,00,000
Choice Portfolio Management Services Private Limited	3,75,000	-	-	-	-	3,75,000
Choice Retail Solutions Private Limited	7,00,000	-	-	-	-	7,00,000
Samank Consumer Products Private Limited	-	-	-	-	6,59,80,000	6,59,80,000
	48,04,04,666	-	-	-	6,59,80,000	54,63,84,666
Loan Repayment received from -						
Choice Consultancy Services Private Limited	7,51,54,001	-	-	-	-	7,51,54,001
Choice Corporate Services Private Limited	1,12,40,896	-	-	-	-	1,12,40,896
Choice Capital Advisors Private Limited	1,32,00,000	-	-	-	-	1,32,00,000
Choice E-Commerce Private Limited	4,37,82,426	-	-	-	-	4,37,82,426
Choice Equity Broking Private Limited	13,45,32,217	-	-	-	-	13,45,32,217
Choice Merchandise Broking Private Limited	6,17,97,231	-	-	-	-	6,17,97,231
Choice Finserv Private Limited	2,00,00,000	-	-	-	-	2,00,00,000
Choice Peers International Private Limited	8,00,000	-	-	-	-	8,00,000
Choice Techlab Solutions Private Limited	44,20,911	-	-	-	-	44,20,911
Choice Wealth Management Private Limited	2,75,000	-	-	-	-	2,75,000
Choice Portfolio Management Services Private Limited	11,835	-	-	-	-	11,835
Samank Consumer Products Private Limited	-	-	-	-	4,00,00,000	4,00,00,000
	36,52,14,517	-	-	-	4,00,00,000	40,52,14,517
Revenue from Operations						
Income from Business Support Services -						
Choice Equity Broking Private Limited	3,67,13,610	-	-	-	-	3,67,13,610
Choice Merchandise Broking Private Limited	1,14,37,527	-	-	-	-	1,14,37,527
Choice Wealth Management Private Limited	15,81,463	-	-	-	-	15,81,463
Choice Capital Advisors Private Limited	89,49,800	-	-	-	-	89,49,800
Choice Consultancy Services Private Limited	3,48,61,489	-	-	-	-	3,48,61,489
The Byke Hospitality Limited	-	-	-	-	85,30,954	85,30,954
S K Patodia & Associates	-	-	-	-	1,70,09,412	1,70,09,412
	9,35,43,889	-	-	-	2,55,40,366	11,90,84,255



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	Subsidiaries	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
(ii): Details of Related Party transactions during the year ended March 31, 2018 (Continued)						
Interest on Loans						
Choice Equity Broking Private Limited	40,44,718	-	-	-	-	40,44,718
Choice Merchandise Broking Private Limited	6,60,925	-	-	-	-	6,60,925
Samank Consumer Products Private Limited	-	-	-	-	51,10,537	51,10,537
	47,05,643	-	-	-	51,10,537	98,16,180
Brokerage & DP Charges						
Choice Equity Broking Private Limited	21,850	-	-	-	-	21,850
	21,850	-	-	-	-	21,850
Finance Costs						
Interest on Loans						
Choice Equity Broking Private Limited	25,14,686	-	-	-	-	25,14,686
Choice Merchandise Broking Private Limited	42,23,993	-	-	-	-	42,23,993
Other Borrowing Costs						
Choice Equity Broking Private Limited	21,116	-	-	-	-	21,116
	67,59,795	-	-	-	-	67,59,795
Employee Benefit Expenses						
Director Remuneration	-	-	42,00,000	-	-	42,00,000
Salary & Allowances						
Manoj Singhania	-	-	14,53,231	-	-	14,53,231
Karishma Shah	-	-	7,76,909	-	-	7,76,909
Savita Singhania	-	-	-	3,65,176	-	3,65,176
	-	-	64,30,140	3,65,176	-	67,95,316
Balances outstanding at the end of the year						
Trade receivables -						
Choice Equity Broking Private Limited	77,12,050	-	-	-	-	77,12,050
Choice Merchandise Broking Private Limited	34,17,171	-	-	-	-	34,17,171
Choice Wealth Management Private Limited	6,72,391	-	-	-	-	6,72,391
Choice Consultancy Services Private Limited	59,81,491	-	-	-	-	59,81,491
The Byke Hospitality Limited	-	-	-	-	11,724	11,724
S K Patodia & Associates	-	-	-	-	96,946	96,946
	1,77,83,103	-	-	-	1,08,670	1,78,91,773
Trade Payables						
Kamal Poddar	-	-	3,75,050	-	-	3,75,050
Manoj Singhania	-	-	1,18,587	-	-	1,18,587
Karishma Shah	-	-	55,290	-	-	55,290
	-	-	5,48,927	-	-	5,48,927
Short term borrowings						
Choice Merchandise Broking Private Limited	10,98,95,824	-	-	-	-	10,98,95,824
Choice Capital Advisors Private Limited	57,69,920	-	-	-	-	57,69,920
	11,56,65,744	-	-	-	-	11,56,65,744
Non Current Investments						
Choice Equity Broking Private Limited	39,14,00,000	-	-	-	-	39,14,00,000
Choice Capital Advisors Private Limited	5,05,00,000	-	-	-	-	5,05,00,000
Choice Merchandise Broking Private Limited	5,00,00,000	-	-	-	-	5,00,00,000
Choice Consultancy Services Private Limited	3,01,00,000	-	-	-	-	3,01,00,000



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	Subsidiaries	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Choice Portfolio Management Services Private Limited	2,10,78,857	-	-	-	-	2,10,78,857
Choice Finserv Private Limited	2,06,00,000	-	-	-	-	2,06,00,000
Choice Peers International Private Limited	10,00,000	-	-	-	-	10,00,000
Choice Wealth Management Private Limited	1,00,000	-	-	-	-	1,00,000
Choice Techlab Solutions Private Limited	1,00,000	-	-	-	-	1,00,000
Choice Corporate Services Private Limited	75,394	-	-	-	-	75,394
Choice Retail Solutions Private Limited	100	-	-	-	-	100
Aqua Pumps Infra Ventures Limited	-	14,87,92,305	-	-	-	14,87,92,305
	56,49,54,351	14,87,92,305	-	-	-	71,37,46,656
Short Term Loans & Advances						
Choice Consultancy Services Private Limited	2,01,47,035	-	-	-	-	2,01,47,035
Choice Corporate Services Private Limited	64,04,899	-	-	-	-	64,04,899
Choice Equity Broking Private Limited	8,30,61,014	-	-	-	-	8,30,61,014
Choice Peers International Private Limited	1,44,89,595	-	-	-	-	1,44,89,595
Choice Portfolio Management Services Private Limited	3,63,165	-	-	-	-	3,63,165
Choice Retail Solutions Private Limited	7,00,000	-	-	-	-	7,00,000
Choice Techlab Solutions Private Limited	1,74,48,897	-	-	-	-	1,74,48,897
Choice Wealth Management Private Limited	1,82,25,000	-	-	-	-	1,82,25,000
Samank Consumer Products Private Limited	-	-	-	-	2,59,80,000	2,59,80,000
	16,08,39,605	-	-	-	2,59,80,000	18,68,19,605

*The Company has provided Line of Credit facility to Choice Equity Broking Private Limited of Rs. 250,000,000/- during the current period, the company has done gross transactions aggregating of Rs. 3,746,391,946/- and of Rs. 3,663,330,932/-

**The Company has provided Line of Credit facility to Choice Merchandise Broking Private Limited of Rs. 150,000,000/- during the current period, the company has done gross transactions aggregating of Rs. 1,811,253,086/- and of Rs. 1,695,194,395/-.

30 "The Company vide their letter dated August 20, 2018 had requested the Reserve Bank of India (RBI) for cancellation of Certificate of Registration (CoR) held in the name of the Company M/s. "" Choice International Limited "". However, the Company had received instructions from the RBI to reduce its Financial Assets below 50 % of the Company's Total Assets to proceed with the surrender of NBFC license held in the name of the Company before March 31, 2019 vide their Letter dated December 21, 2018.

Adhering to the Instructions received from the RBI, the Company has reduced its Financial Assets below 50% of its Total Assets before March 31, 2019. The Company shall now submit the audited financial statements to the RBI, who may proceed with our request for cancellation of CoR in the name of the Company or further instruct the Company for any further action to continue with the cancellation."

31 Pursuant to surrendering its license. the main Business of the Company is investing and financing to the Subsidiaries and providing support services to the Group Companies. The Company is in process of further reducing its existing investing and financing exposures to Companies other than Subsidiaries. Further all activities are carried out within India. As such there are no separate reportable segments as per Accounting Standard (AS)- 17 on "Segment Reporting" prescribed under Section 133 of the Companies Act, 2013. Therefore, Segment Disclosure is not applicable.

32 With regard to the Supreme Court judgement dated February 28, 2019 to consider all emoluments (universally, necessarily and ordinarily) as basic wages for the purpose of contribution to Provident fund (PF), the Company has been legally advised that the judgement will be applicable prospective from March 2019 and accordingly the Company has made additional provision of PF liability in the books of Accounts.

33 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of Board of Directors

Sd/-

Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-

Ajay Kejriwal
Director
(DIN-03051841)

Sd/-

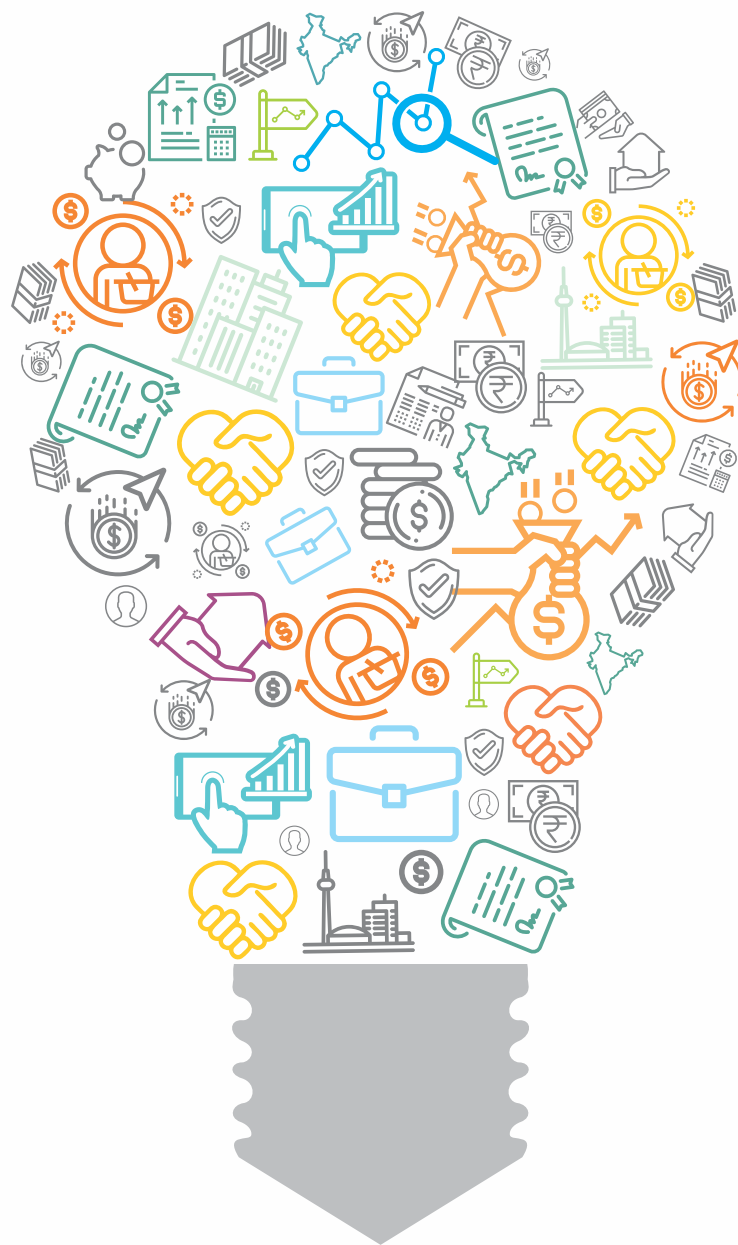
Manoj Singhania
Chief Financial Officer
Mumbai: May 29, 2019

Sd/-

Karishma Shah
Company Secretary



INDEPENDENT AUDITOR'S REPORT (CONSOLIDATED)



TO THE MEMBERS OF CHOICE INTERNATIONAL LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of Choice International Limited ("the Holding Company") and its subsidiaries, (Holding Company and its subsidiaries together referred to as "the Group") which includes the Group's share of loss in its associate, which comprise the Consolidated Balance Sheet as at 31st March 2019, and the Consolidated Statement of Profit and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and which includes jointly controlled operation of the Group accounted on proportionate basis.

In our opinion and to the best of our information and according to the explanations given to us, and other auditors on separate financial statements jointly controlled operation, subsidiaries and associate referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, and their consolidated profit and their consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (Sas). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to be communicated in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Board Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

The Board Report is expected to be made available to us after the date of this auditor's report

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the jointly controlled operation, subsidiaries, and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise

appears to be materially misstated. Other information so far as it relates to the jointly controlled operation, subsidiaries, and associate, is traced from their financial statements audited by the other auditors.

When we read the Board Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated cash flows of the Group including its Associate in accordance with the Accounting Standards and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such



controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

OTHER MATTERS

We did not audit the financial statements of:

- a jointly controlled operation, whose financial statements reflect (in proportion to group's share) total assets of Rs.3,012,531 as at 31st March 2019 and total revenue of Rs.924,440 for the year ended on that date, as considered in the respective standalone financial statements of a subsidiary company, and as considered in the consolidated financial statements;
- seven subsidiaries, whose financial statements reflect total assets of Rs.217,805,501 as at 31st March, 2019, total revenues of Rs.160,686,057 and net cash outflows amounting to Rs.9,319,634 for the year ended on that date, as considered in the consolidated financial statements; and
- the Group's share of net loss of Rs. 1,241,099 for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of one associate,

whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of said jointly

controlled operation, these subsidiaries, and associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done by other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements jointly controlled operations, subsidiaries, and associate referred to in the Other Matters section above we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and, subsidiary companies and associate company none of the directors of the Group companies and its associate company incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding company, subsidiary companies and associate company companies incorporated in India. Our report expresses an unmodified opinion on the operating effectiveness of internal financial controls over financial reporting of those companies.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate;
 - ii) The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate company companies incorporated in India.

For Deloitte Haskins and Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Sd/-
Shrenik Baid
Partner
(Membership No. 103884)

Place: Mumbai
Date: May 29, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Choice International Limited)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Choice International Limited ("the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the Guidance Note issued by the ICAI.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to seven subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

A jointly controlled operation of the Company, which is not a Company incorporated in India, to whom reporting on internal financial controls system over financial reporting is not applicable and hence no reporting under the internal financial controls system over financial reporting has been made.

Our opinion is not modified in respect of the above matters.

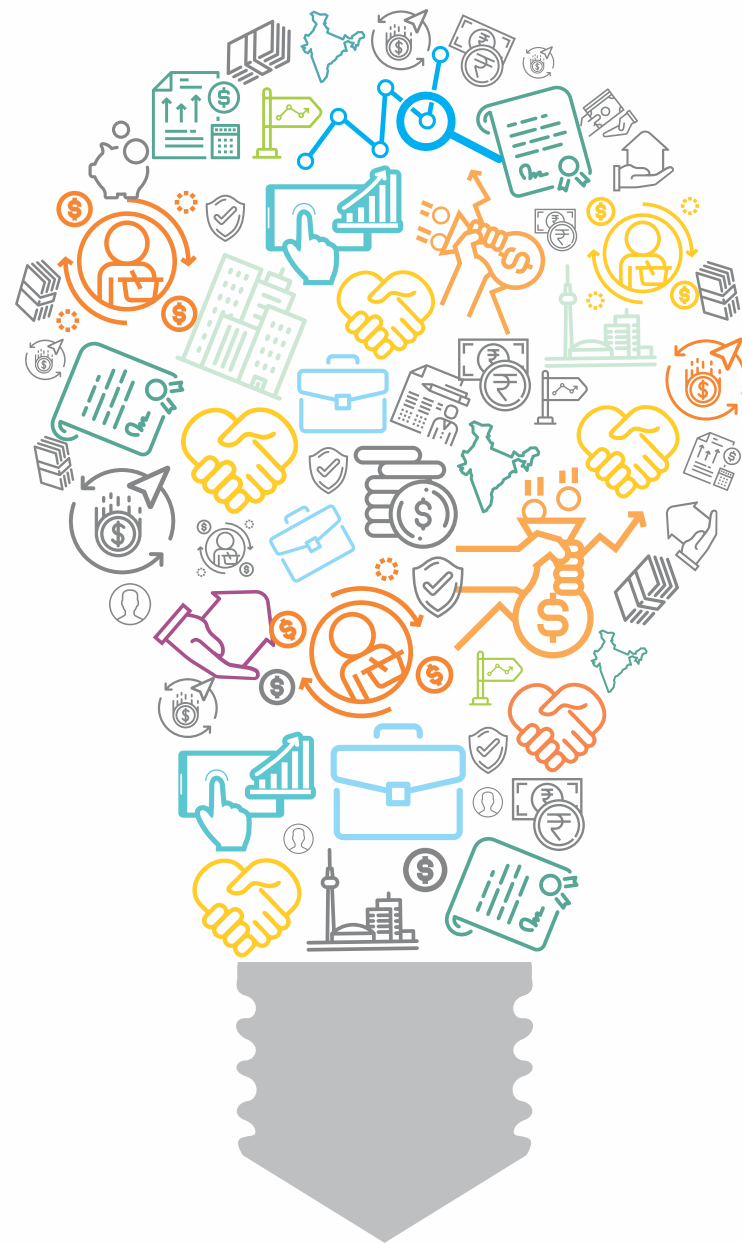
For Deloitte Haskins and Sells LLP

Chartered Accountants
(Firm's Registration No. 117366W/ W-100018)

Shrenik Baid
(Membership No. 103884)

Place: Mumbai
Date: May 29, 2019





CONSOLIDATED FINANCIALS 2019

CHOICE INTERNATIONAL LIMITED CONSOLIDATED BALANCE SHEET

(Amount in ₹)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I Equity & Liabilities			
1. Shareholders' funds			
(a) Share Capital	2	20,00,48,000	20,00,48,000
(b) Reserves and Surplus	3	1,46,59,94,242	1,46,17,92,196
		1,66,60,42,242	1,66,18,40,196
2. Non - Current Liabilities			
(a) Long - Term Borrowings	4	4,39,85,840	4,93,59,116
(b) Deferred Tax Liabilities (Net)	5	3,73,00,000	3,02,06,676
(c) Other Long Term Liabilities	6	2,49,46,438	1,43,24,702
(d) Long - Term Provisions	7	1,47,12,626	96,95,835
		12,09,44,904	10,35,86,329
3. Current Liabilities			
(a) Short - Term Borrowings	8	1,61,06,59,147	1,68,67,00,690
(b) Trade Payables	9		
(i) Micro, Small and Medium Enterprises		6,13,589	4,85,930
(ii) Others		9,15,66,878	9,80,75,172
(c) Other Current Liabilities	10	1,15,37,01,609	69,96,53,650
(d) Short - Term Provisions	11	1,01,62,404	3,32,22,354
		2,86,67,03,627	2,51,81,37,796
TOTAL		4,65,36,90,773	4,28,35,64,321
II Assets			
1. Non - Current Assets			
(a) Property, Plant & Equipment	12		
(i) Tangible assets (Net)		84,71,37,365	76,42,17,608
(ii) Intangible assets (Net)		13,43,64,080	1,33,57,744
(iii) Intangible assets under development		24,42,719	4,19,70,517
		98,39,44,164	81,95,45,869
(b) Goodwill on Consolidation		2,95,266	2,95,266
(c) Non - Current Investments	13	23,49,79,715	46,64,22,638
(d) Deferred tax assets (Net)	14	34,81,500	40,13,762
(e) Long - Term Loans and Advances	15	10,02,04,527	8,32,13,604
(f) Other Non - Current Assets	16	27,43,054	30,23,963
		1,32,56,48,226	1,37,65,15,102
2. Current Assets			
(a) Inventories	17	24,95,24,673	17,46,60,044
(b) Trade Receivables (Net)	18	66,98,35,397	1,16,71,93,480
(c) Cash and Bank Balances	19	24,23,09,318	62,01,93,418
(d) Short - Term Loans and Advances	20	1,88,13,56,529	87,63,25,182
(e) Other Current Assets	21	28,50,16,630	6,86,77,095
		3,32,80,42,547	2,90,70,49,219
TOTAL		4,65,36,90,773	4,28,35,64,321

Notes 1 to 42 forms part of Consolidated Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
F.R.No. : 117366W/W-100018

Sd/-
Shrenik Baid
Partner
Mem. No. :103884
Mumbai: May 29,2018

For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai: May 29, 2019

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)

Sd/-
Karishma Shah
Company Secretary
Mumbai: May 29, 2019



CHOICE INTERNATIONAL LIMITED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I Revenue from Operations	22	1,27,05,89,165	1,42,92,82,311
II Other Income	23	4,35,02,247	8,95,16,779
III Total Revenue (I + II)		1,31,40,91,412	1,51,87,99,090
IV Expenses			
Purchases	24	27,04,00,208	30,83,06,316
Changes in Inventories	25	(7,48,64,629)	(8,33,84,520)
Operating Expenses	26	21,82,55,561	29,77,27,700
Employee Benefits Expenses	27	43,64,13,567	40,15,99,184
Depreciation & Amortisation	12	3,58,35,915	2,77,02,718
Finance Costs	28	20,31,81,188	20,56,07,202
Other Expenses	29	17,96,56,314	20,36,64,111
Total Expenses		1,26,88,78,124	1,36,12,22,711
V Profit Before Tax (III-IV)		4,52,13,288	15,75,76,379
VI Tax Expense:			
(a) Current Tax Expense		1,48,06,415	5,48,14,125
(b) Earlier Years Tax Expense		(1,02,84,872)	43,82,612
(c) MAT Credit		(2,52,560)	(1,21,28,670)
(d) Deferred Tax		76,25,586	(98,29,937)
VII Profit After Tax (V-VI)		3,33,18,719	12,03,38,249
VIII Share of Profit in Associates		(12,12,154)	21,00,552
IX Loss on Disposal of Associate		2,79,04,519	-
X Profit for the Year (VII+VIII+IX)		42,02,046	12,24,38,801
XI Earnings Per Equity Share (Face Value ₹ 10 Per Share):	30	0.21	6.54
(1) Basic (₹)		0.21	6.02
(2) Diluted (₹)			

Notes 1 to 42 forms part of Consolidated Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
F.R.No. : 117366W/W-100018

For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)

Sd/-
Shrenik Baid
Partner
Mem. No. :103884
Mumbai: May 29, 2019

Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai: May 29, 2019

Sd/-
Karishma Shah
Company Secretary
Mumbai: May 29, 2019



CHOICE INTERNATIONAL LIMITED CONSOLIDATED CASH FLOW STATEMENT

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. Cash flow from Operating Activities		
Net profit before extra-ordinary items and tax	4,52,13,288	15,75,76,379
Adjustments for:		
Depreciation and Amortisation	3,58,35,915	2,77,02,718
Finance costs	20,31,81,188	20,56,07,202
Balances written off	11,47,781	14,76,290
Loss on sale of Property, Plant & Equipment	9,53,872	-
Provision for Standard loan assets	(79,000)	908
Provision for Gratuity	1,05,396	13,63,873
Profit on sale of Investments	1,25,29,797	39,23,080
Interest income	(3,94,35,444)	(2,02,63,945)
Dividend income	(10,37,500)	(1,00,47,937)
Operating profit before Working Capital changes	25,84,15,293	36,73,38,568
Changes in Working Capital		
- (Increase) in Trade Receivables	49,62,10,304	(4,04,27,045)
- (Increase) in loans & advances and assets (Current & Non Current)	(1,23,16,64,583)	(45,00,44,147)
- (Increase) in Inventories	(7,48,64,629)	(8,33,84,520)
- Increase/(Decrease) in Trade Payables & provisions (Current & Non Current)	(99,46,825)	5,49,00,721
- Increase in Other liabilities (Current & Non Current)	47,33,29,636	23,30,11,591
Cash generated from operations	(8,85,20,804)	8,13,95,168
Income tax paid (Net)	(3,16,22,393)	(4,07,80,832)
Net cash flow from/(used in) from Operating Activities	(12,01,43,197)	4,06,14,336
B. Cash flow from Investing Activities		
Interest received	3,32,60,380	2,03,53,621
Dividend Income	10,37,500	1,00,47,937
Purchase of Property, Plant & Equipment (including CWIP)	(20,11,99,864)	(5,45,78,187)
Sale of Property, Plant & Equipment	90,780	3,092
Sale/(Purchase) of Investments in other companies	5,35,05,000	(20,07,35,322)
Sale of Investment in Associates	14,88,21,250	-
Movement in other bank balances (net) (Earmarked and Lien)	27,11,01,669	2,27,192
Net cash flow (used in) Investing Activities	30,66,16,715	(22,46,81,668)
C. Cash flow from Financing Activities		
Securities Premium on Equity Shares	-	30,00,00,000
Finance costs paid	(21,18,41,128)	(19,57,21,714)
Dividend & dividend distribution tax paid	-	(10,19,182)
Movement in borrowings from related parties (Short-Term and Long-Term)	1,41,220	1,85,12,426
Movement in borrowings from others (Short-Term and Long-Term)	(8,15,56,040)	27,00,46,770
Net cash flow from Financing Activities	(29,32,55,948)	39,18,18,301
Net increase/(decrease) in Cash and Cash Equivalents	(10,67,82,430)	20,77,50,969
Opening Cash and Cash Equivalents	24,29,19,536	3,52,75,207
Add - On Purchase of Subsidiary	-	79,776
Less- On Sale of Subsidiary	-	1,86,415
Closing Cash and Cash Equivalents	13,61,37,106	24,29,19,536
Components of Cash and Bank Balances		
Cash in Hand	1,92,827	2,73,128
Cheques in Hand	5,35,05,000	-
Balance with Banks	8,24,39,279	24,26,46,408
Total(a)	13,61,37,106	24,29,19,536
Other Bank Balances		
In Term deposits (under Lien)	10,53,62,334	37,63,86,495
In Earmarked accounts	8,09,878	8,87,386
Total(b)	10,61,72,212	37,72,73,881
Cash and Bank Balances (Total(a)+Total(b)) (Refer Note 19)	24,23,09,318	62,01,93,418

Note:- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statements notified under the Companies (Accounting Standards) Rules, 2006.

Notes 1 to 42 forms part of Consolidated Financial Statements.

In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants
F.R.No. : 117366W/W-100018

For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)
Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai: May 29, 2019

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)
Sd/-
Karishma Shah
Company Secretary

Sd/-
Shrenik Baid
Partner
Mem. No. :103884
Mumbai: May 29, 2019



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

Background

Choice International Limited ("CIL" / the "Company") is incorporated in India as a public limited company and registered with Reserve Bank of India as Non-Deposit Taking Non-Systemically Important Non-Banking Financial Services Company. The Company is engaged in financial services business comprising of lending, investments and advisory services.

Choice International Ltd. ("the holding company"), including its subsidiary companies and associate, provides services like Broking & Distribution, Investment Banking, Financial services to Business Advisory, Regulatory Compliances to Government authorities & other corporate entities, Retail Loan distribution, Mutual Fund distribution, technical services and other ancillary services.

A Basis of Consolidation

- The consolidated financial statements relate to Choice International Ltd. ("the holding company"), its subsidiary companies and associate, which together constitute the group.
- The Consolidated Financial Statements (CFS) of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") and Guidelines issued by Reserve Bank of India. The CFS have been prepared on accrual basis under the historical cost conversion. The accounting policies adopted in the preparation of the financials Statements are consistent.
- The Group adopts the accrual concept in the preparation of the accounts. The preparation of CFS requires the Management to make estimates & assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of date of the CFS and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the CFS are prudent and reasonable. Actual results could differ from these estimates. Any changes in estimates is recognized prospectively in current and future

C List of Consolidating Entities

(i) The Consolidated Financial Statements consist of the Company and the following entities:

Name of the Entity	Country of	Ownership as on	
Subsidiaries	Incorporation	March 31, 2019	March 31, 2018
Choice Capital Advisors Pvt. Ltd.	India	100.00%	100.00%
Choice Equity Broking Pvt. Ltd.	India	100.00%	100.00%
Choice Merchandise Broking Pvt. Ltd. (merged with CEBPL)*	India	0.00%	100.00%
Choice Consultancy Services Pvt. Ltd.	India	100.00%	100.00%
Choice Wealth Management Pvt. Ltd.	India	100.00%	100.00%
Choice Portfolio Management Services Pvt. Ltd.	India	100.00%	100.00%
Choice Corporate Services Pvt. Ltd.	India	100.00%	100.00%
Choice Peers International Pvt. Ltd.	India	100.00%	100.00%
Choice Finserv Private Limited	India	100.00%	100.00%
Choice Techlab Solutions Pvt Ltd	India	100.00%	100.00%
Choice Retail Solutions Pvt Ltd	India	-	100.00%
Associates	India	100.00%	-
Aqua Pumps Infra Ventures Limited**			
Jointly Controlled Operations	India	0.00%	39.35%
Thought Consultants Jaipur P L in JV with Choice Consultancy Services P L	India	50.00%	50.00%

period.

B Principles of consolidation

- The financial statements of the Company and its Subsidiaries have been consolidated as a single economic entity to show the economic resources controlled by the Group and then on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and unrealised profit/(losses) on intra-group transactions and are presented to the extent possible, in the same manner as the Company's Standalone Financial Statements.
- The Accounting Policies of the Consolidation Entities (note 1C) have been adjusted as necessary so as to ensure consistent accounting within the Group.
- The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- Investment in associate company has been accounted for by using the equity method, whereby an investment is initially recorded at cost and the carrying amount is adjusted thereafter for post-acquisition change in the Group's share of net assets of the associate companies. The carrying amount of the investment in associate company is reduced to recognise any decline in value if any, is made for each investment individually. The unrealised profits/losses on transactions with associate company are eliminated by adjusting the carrying amount of investments.
- The accounts of the Company reflect its share of the Assets, Liabilities, Income and Expenditure of the Jointly controlled operations which are accounted on the basis of the audited accounts of the Joint ventures on line-by-line basis with similar items in the Company's accounts to the extent of the participating interest of the Company as per the Joint Venture Agreements.
- The financial statements of the subsidiaries, jointly controlled operations and associate used in the consolidated Financial Statements are drawn up to the same reporting date as that of the Company i.e. March 31, 2019.

CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*The Board of Directors of Choice Equity Broking Private Limited ("CEBPL") and Choice Merchandise Broking Private Limited ("CMBPL") (both being wholly owned subsidiaries of Choice International Limited (CIL)) at their meeting held on December 8, 2017 (for CEBPL and CMBPL) and February 12, 2018 (for CIL) had approved, the merger of CMBPL, on an ongoing basis into CEBPL, pursuant to and in terms of the provisions of the Section 230 to 232 of the Companies Act, 2013, as amended from time to time.

The Hon'ble National Company Law Tribunal (NCLT) of Mumbai Bench, vide its order dated September 06, 2018 approved the Scheme (Order) with an appointed date of April 01, 2017. In terms of the Scheme, CMBPL & CEBPL filed Form No. INC-28 along with copy of the Order with the office of ROC, Mumbai. The ROC approval was received on October 01, 2018 and October 15, 2018 respectively post which the Scheme came into effect.

**During the year the company has sold its investment in associate.

D Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

E Cash and cash Equivalents

Cash comprise cash on hand and demand deposits with banks. Cash equivalents are short term balances, highly liquid investments that are readily convertible in cash and which are subjected to insignificant risk of change in value

F Cash flow statement

Cash flow are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of the transactions on non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company are segregated based on available information.

For the purpose of Cash Flow Statement, cash and cash equivalents includes fixed deposits which are freely remissible but excludes interest accrued on fixed deposits.

G Inventories

Inventories of shares and securities are valued at cost (on FIFO basis) or the net realisable whichever is lower by taking the value of all the scripts of the shares cumulatively. Cost includes all incidental cost of acquisition.

H Revenue recognition

Revenue is recognized to the extent it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. In addition, the following criteria must be met before revenue is recognized:

- Interest and other dues on Lending is recognized on

accrual basis, except in case of Non-Performing Assets (NPA's), wherein income is recognized on realisation of the same. NPA's are determined in accordance with the Guidelines issued by the Reserve Bank of India.

- Income on services provided in the nature of Business Support Services ("BSS") is recognized on an accrual basis on completion of services as enumerated in the BSS policy of the Company.
- Profit or Loss on sale of investments is determined based on weighted average cost of investments and is recognized on trade date basis.
- Interest on fixed deposits and other income are recognized on accrual basis.
- Dividend income is recognized once the unconditional right to receive dividend is established.
- Brokerage income in relation to stock broking activity is recognised on trade date basis.
- Gain/Losses on dealing in securities are recognised on trade date basis.
- Income from services in the nature of Advisory services and other services fee based income is recognised on an accrual basis on completion of services as enumerated in the milestone specified in the relevant contracts entered with / work orders issued by the respective clients.
- Revenue on time and material contracts are recognized as related services are performed and revenue from the end of the last billing to the Balance sheet date is recognized as unbilled revenue.

I Employee benefits

- Short-term:** Short-term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company. These includes Salary, Compensated leave encashment, Bonus, etc."

- Long-term:** The Company has both defined-contribution and defined-benefit plans. The defined contribution plans are financed by the company and in the case of some defined contribution plans by the Company along with its employees.

- Defined-contribution Plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes."



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- Defined-benefit Plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

J Finance Cost

Interest cost is recognised as expenses in the period in which the cost is incurred. Other finance Charges includes origination fees and other ancillary costs with respect to funds mobilised by the Company which are amortised over the tenure of such borrowings

K Earnings per share

Basic earnings per share is calculated by dividing the Net Profit / (Loss) for the period attributable to equity shareholders of the Company by weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by dividing the Net Profits / (Loss) for the period attributable to equity shareholders of the Company by weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

L Depreciation and amortization

Depreciation has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. In respect of computer software which are amortized over a period of five years except CIL, in which computer softwares are amortised over a period of 6.17 year and Software developed and used in CEBPL is amortised over a period of 10 years, in accordance with the Accounting Standard 26 "Accounting for Intangible Assets". Depreciation on addition to fixed assets is provided on a pro-rata basis from the date of addition.

The estimated useful life of intangible assets and the amortization period are reviewed at the end of each financial year and amortization method is revised to reflect the changed pattern. Goodwill arising on acquisition of Business from other entities are being amortise over a period of 5 Year.

M Property, Plant & Equipment

Tangible assets

Property, Plant & Equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, Plant & Equipment includes interest on borrowings attributable to acquisition of qualifying Property, Plant & Equipment up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Revaluation of Assets:

Land is accounted for using revaluation model as per Revised Accounting Standard - 10. The fair value of the Company's freehold land as at March 31, 2018 have been arrived at on the basis of a valuation carried out by an independent registered appraiser not related to the Company with appropriate qualifications and relevant experience in the valuation of land at relevant locations. The Fair value was determined based on a Sales Comparison Method. Revaluation Surplus is credited to revaluation surplus in Shareholder's equity. Subsequently, such Land will be carried at fair value based on periodic valuations by an independent registered appraiser.

N Accounting for Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing

CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

O Provision and Contingencies

A Provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29 - "Provisions, Contingent Liabilities and Contingent Assets" is made. Contingent Assets are neither recognised nor disclosed in the Standalone Financial Statements.

P Provisioning under Prudential Norms

- NPAs are identified and categorised according to the Guidelines issued by the Reserve Bank of India (RBI). Provisions are made against sub-standard, doubtful and loss assets at the rates prescribed in the RBI guidelines, unless an accelerated provision / write-off is warranted on a case to case basis where additional risks are identified by the Management
- Provisioning for NPAs is dependent upon, inter alia, whether the NPA is secured or unsecured. Loans are considered as secured, where the Company has valid recourse to assets / recovery by Pledge of shares, units, other securities.
- Provision for Standard Assets is made at 0.25% on the outstanding standard assets in accordance with RBI guidelines.
- Impairment in the investment portfolio is provided, as per the Guidelines issued by the RBI, unless an accelerated provision / write-off is warranted on a case to case basis.

Q Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments, all other investments are classified as non-current investments. Investments are valued in

accordance with the RBI guidelines and Accounting Standard-13 on "Accounting for investments".

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

Quoted current investments are valued at lower of cost and market value of investments on a category basis. Unquoted current investments are valued at lower of cost and breakup value/fair value of investments in accordance with RBI Guidelines"

R Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

S Foreign Currency Transactions

(i) Foreign currency transactions and balances

"Initial Recognition

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transactions.

Conversion

Foreign Currency monetary items are restated using the exchange rate prevailing at the reporting date. Foreign Currency non-monetary items, which are measured in terms of historical cost, are reported using the exchange rate at the date of the transaction.

(ii) Exchange Differences

Foreign Currency Short-Term Monetary Items

The exchange difference on foreign currency short-term monetary items are recognised as income or as expenses in the period in which they arise.

Foreign Currency Long-Term Monetary Items

The group has exercised the option of amortising / capitalising the exchange difference arising on long-term foreign currency monetary items as given Ministry of Corporate Affairs (MCA) Notification No. G.S.R 914(E) dated December 29, 2011




CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
2 SHARE CAPITAL		
(a) Details of authorised, issued and subscribed share capital		
Authorised Capital		
20,100,000 (PY 20,100,000) Equity Shares of ₹10/- each	20,10,00,000	20,10,00,000
Issued Capital		
20,004,800 (PY 20,004,800) Equity Shares of ₹10/- each	20,00,48,000	20,00,48,000
Subscribed and Paid up Capital		
20,004,800 (PY 20,004,800) Equity Shares of ₹10/- each fully paid-up	20,00,48,000	20,00,48,000
	20,00,48,000	20,00,48,000
Rights, preferences and restrictions attached to each class of shares -		
The Company has only one class of share capital, i.e., equity shares having face value of ₹10/- per share. Each holder of equity share is entitled to one vote per share. The Shareholders are entitled to interim dividend if proposed by the Board of Directors. The Final dividend is subject to approval of the shareholders in the Annual General Meeting.		
(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year.		
No. of shares at the beginning of the year	20,00,48,000	1,00,04,800
Add : shares issued during the year	-	1,00,00,000
No. of shares at the end of the year	20,00,48,000	2,00,04,800
(c) Shareholders holding more than 5% of equity shares as at the end of the year		
Kamal Poddar Promoter	25,00,011 12.50%	25,00,011 12.50%
Arun Kumar Poddar Promoter	2,100,000 10.50%	2,100,000 10.50%
Vinita Sunil Patodia Promoter	15,75,000 7.87%	15,75,000 7.87%
Archana Anil Patodia Promoter	15,75,000 7.87%	15,75,000 7.87%
Sonu Poddar Promoter	12,50,000 6.25%	12,50,000 6.25%
Sunil Kumar Patodia Promoter	11,00,000 5.50%	11,00,000 5.50%
Anil C Patodia Promoter	11,00,000 5.50%	11,00,000 5.50%
Azura Projects Private Limited	12,85,026 6.42%	12,85,026 6.42%
Florence Securities Pvt. Ltd.	9,35,684 4.68%	9,35,684 4.68%


CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
3 RESERVES AND SURPLUS		
Statutory reserve -		
Opening Balance	3,52,13,100	3,04,57,000
Add : Transferred from statement of profit & loss	39,54,000	47,56,100
Closing Balance	3,91,67,100	3,52,13,100
General reserve -		
Opening Balance	9,52,000	9,52,000
Add : Transferred from statement of profit & loss	-	-
Closing Balance	952,000	9,52,000
Capital reserve -		
Opening Balance	869,500	8,69,500
Add : Transferred from statement of profit & loss	-	-
Closing Balance	869,500	8,69,500
Securities premium reserve -		
Opening Balance	63,92,17,300	33,92,17,300
Less : on disposal of subsidiary	-	-
Add : Received on shares issued during the year	-	30,00,00,000
Closing Balance	63,92,17,300	63,92,17,300
Revaluation Reserve -		
Opening Balance	41,70,22,090	-
Add : Addition during the year**	-	41,70,22,090
Closing Balance	41,70,22,090	41,70,22,090
Surplus in statement of profit & loss -		
Opening Balance	36,85,18,206	22,62,22,106
Add : Profit for the year	42,02,046	12,24,38,801
Less :Pre acquisition loss of subsidiary	-	9,43,464
Add : Reversal of loss due to cessation of subsidiary	-	2,55,56,863
Less : Transfer to statutory reserve	39,54,000	47,56,100
Closing Balance	36,87,66,252	36,85,18,206
	1,46,59,94,242	1,46,17,92,196

**The management has created a statutory reserve of ₹3,954,000/- (PY- ₹4,756,100/-) as per the provisions of section 45-IC of Reserve Bank of India Act, 1934.

**Pursuant to the Revised AS 10 "Accounting for Fixed Assets", During the previous year ,the Company has revalued freehold lands at fair market value, under revaluation model. Pursuant to the foregoing, property, plant & equipment increased by Rs. 417,022,090/- and Reserves & Surplus increased by Rs. 417,022,090/-.

4 LONG TERM BORROWINGS		
Secured loans		
Non Convertible Debentures*		
Nil (PY- 310) Index linked non convertible, redeemable debentures of Rs. 100,000 each (Note -1)	-	3,10,00,000
Less : Current maturities of long term borrowings	-	(3,10,00,000)
Term loan from bank (Note-2)	5,00,53,626	5,57,62,194
Less : Current maturities of long term borrowings	(60,67,786)	(64,03,078)
	4,39,85,840	4,93,59,116

Note-1: Non Convertible Debentures referred above are issued on private placement basis which are secured against loans & advances. The debentures are index linked.

Note-2 (i) The outstanding amount loan of Rs. 523,464 (PY-Rs. 1,746,680) was taken from ICICI Bank Limited and is secured by way of first charge on Vehicle at Mumbai. The said loan carries interest at 10.14% p.a. and it is payable in Equated Monthly Instalments ("EMI") of Rs. 112,053 till July 2019 and last instalment of Rs.88,209 payable in August 2019.
(ii) The outstanding amount loan of Rs.26,473,110 (PY- Rs.30,238,579) was taken from Axis Bank Limited and is secured by way of first charge on office premises at Mumbai. The said loan carries interest @ 1 Year MCLR + 1.75% (presently at 10%). The loan is repayable monthly ending in October 2026.
(iii) The outstanding amount loan of Rs.1,003,959 (PY- Rs.Nil) was taken from HDFC Bank and is secured by way of first charge on Vehicle at Mumbai. The loan is repayable monthly ending in December 2023.
(iv) The outstanding amount of loan of Rs. 1,295,022/- (PY-Rs. 1,889,046) was taken from ICICI Bank and is secured by way of first charge on Vehicle at Mumbai. The loan is repayable in monthly principal instalments and interest, ending in February, 2021.
(v) The outstanding amount of loan of Rs. 20,758,071/- (PY -Rs. 21,887,889) was taken from ICICI Bank and is secured by way of first charge on Office Premises at Delhi. The loan is repayable in monthly principal installments and interest, ending in May, 2030.



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 DEFERRED TAX LIABILITIES (NET)

(Amount in ₹)

Particulars	As at March 31, 2018	Movement for the year	As at March 31, 2019
Deferred tax liability - On difference between book balance & tax balance of Property, Plant & Equipment	3,50,82,215	(67,61,785)	4,18,44,000
Deferred tax asset - Provision for Employee benefit expenses	(24,22,539)	10,50,461	(34,73,000)
Provision for Doubtful debts	(9,12,000)	(2,34,000)	(6,78,000)
Provision for Expenses	(9,22,000)	(5,29,000)	(3,93,000)
Provision for Standard Loan Assets	(6,19,000)	(6,19,000)	-
	3,02,06,676	(70,93,324)	3,73,00,000

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
6 OTHER LONG TERM LIABILITIES		
Franchisee & DP Deposits	2,19,46,438	1,13,09,702
Other Security Deposits	30,00,000	30,15,000
	2,49,46,438	1,43,24,702
7 LONG-TERM PROVISIONS		
Provision for employee benefit expenses	1,47,12,626	96,95,835
	1,47,12,626	96,95,835
8 SHORT TERM BORROWINGS		
Secured loans		
Loans taken from financial institutions*	62,29,06,883	1,10,58,87,269
Bank Overdraft **	42,49,95,054	56,98,18,494
Unsecured loans	50,94,53,934	-
Commercial Papers***	5,21,81,923	-
Loans taken from financial institutions	-	1,00,14,794
Loans taken from others	11,21,353	9,80,133
Loans taken from related parties (Refer Note No.38)	1,61,06,59,147	1,68,67,00,690

*Loans taken from Financial Institutions are secured against shares & securities placed as collateral by customers, directors, relatives of director and fellow subsidiary.

**Bank Overdraft is secured against hypothecation of receivables, term deposits, shares & securities and personal assets of promoters & directors.

***The Company has outstanding Commercial Papers aggregating face value of Rs 544,500,000/- (net proceeds Rs. 501,170,101/- and interest accrued thereon Rs. 8,283,832/-) [Previous year Rs. Nil (net proceeds Rs Nil and interest accrued but not due thereon Rs Nil)]. The Commercial Papers carry interest 10% p.a. and are repayable within a period ranging from 272 days to 366 days from the date of allotment.

9 TRADE PAYABLES

Dues to Micro, Small and Medium Enterprises	6,13,589	4,85,930
Due to Others	9,15,66,878	9,80,75,172
	9,21,80,467	9,85,61,102

Based on information received by the Group from its suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 and relied upon by auditor, details of amount due to such vendors is as below:



S No	Particulars		
(i)	Principal Amount Outstanding	6,13,589	4,85,930
(ii)	Interest due on above and unpaid	-	-
(iii)	Interest due and payable for the period of delay	-	-
(iv)	Interest accrued and remaining unpaid	-	-

10 OTHER LONG TERM LIABILITIES

Current Maturities of long term borrowings	60,67,786	3,74,03,078
Interest accrued but not due	12,25,548	98,85,488
Advances from customers	1,04,49,51,153	51,05,79,495
Statutory dues	4,53,34,493	3,80,33,544
Other liabilities	1,04,22,629	7,25,28,905
Payable towards capital assets	3,96,00,000	-
Equity Stock Option Premium	-	80,100
Franchisee & Other Deposits	61,00,000	-
Margin money deposit	-	15,00,000
Payable towards partly paid investment	-	2,96,43,040
	1,15,37,01,609	69,96,53,650

11 SHORT TERM PROVISIONS

Provision for tax (net of taxes paid)	9,794	2,71,21,956
Provision for interest on debentures	-	35,66,190
Provision on standard assets	24,07,073	23,01,677
Provision for employee benefit expenses	77,45,537	2,32,531
	1,01,62,404	3,32,22,354

12 PROPERTY, PLANT & EQUIPMENT
Current Year

(Amount in ₹)

Description	Gross Block				As at March 31, 2019	Depreciation & Amortisation				Net Block	
	As at April 1, 2018	Additions	Acquisitions through business combinations	Deductions		As at April 1, 2018	Charged For the year	Acquisitions through business combinations	Deductions	As at March 31, 2019	As at March 31, 2018
(i) Tangible Assets:											
Freehold Land	44,50,00,000	-	-	-	44,50,00,000	-	-	-	-	44,50,00,000	44,50,00,000
Building owned	28,23,79,737	9,53,10,600	-	-	37,76,90,337	3,01,77,928	46,38,435	-	-	3,48,16,363	34,28,73,974
Water Pumps & Borewell	1,75,363	-	-	-	1,75,363	68,238	33,319	-	-	1,01,557	73,806
Computer Hardwares	4,11,72,470	24,43,449	3,40,56,353	38,37,462	7,38,34,810	2,80,04,894	79,08,535	3,24,29,218	38,25,682	6,45,16,965	93,17,845
Server & Network	2,47,90,591	9,00,414	-	2,39,450	2,54,51,555	82,29,960	37,29,310	-	2,39,450	1,17,19,820	1,37,31,735
Electric Installation	38,35,109	-	-	-	38,35,109	22,21,545	4,04,488	-	-	26,26,033	12,09,076
Furniture & Fixtures	1,62,84,699	9,500	2,65,91,746	-	4,28,85,945	75,54,336	17,41,037	2,36,96,946	-	3,29,92,319	98,93,626
Solar Plant	14,04,425	-	-	-	14,04,425	49,421	53,368	-	-	1,02,789	13,01,636
Motar Car	2,25,38,041	11,70,743	-	-	2,37,08,784	85,01,618	27,52,942	-	-	1,12,54,560	1,24,54,224
Motar Cycle	1,24,780	-	-	-	1,24,780	41,762	11,641	-	-	53,403	71,377
Office Equipments	2,20,70,187	10,39,206	1,71,56,820	-	4,02,66,213	1,07,08,092	31,95,823	1,51,52,231	-	2,90,56,146	1,12,10,067
Total	85,97,75,402	10,08,73,911	7,78,04,919	40,76,912	1,03,43,77,320	9,55,57,794	2,44,68,898	7,12,78,395	40,65,132	18,72,39,955	84,71,37,365
(ii) Intangible Assets:											
Computer Softwares	4,83,78,715	4,95,63,089	8,63,01,260	2,07,87,989	16,34,55,075	3,50,20,971	71,97,039	8,60,16,995	2,07,87,989	10,74,47,016	5,60,08,059
Goodwill	-	8,25,00,000	-	-	8,25,00,000	-	41,66,667	-	-	41,66,667	7,83,33,333
Trademark	-	26,000	-	-	26,000	-	3,312	-	-	3,312	22,688
Total	4,83,78,715	13,20,89,089	8,63,01,260	2,07,87,989	24,59,81,075	3,50,20,971	1,13,67,018	8,60,16,995	2,07,87,989	11,16,16,995	13,43,64,080
(iii) Capital Work in Progress											
(iv) Intangible assets under development											
Grand Total (i+ii+iii+iv)	95,01,24,633	23,39,48,164	16,41,06,179	6,53,77,862	1,28,28,01,114	13,05,78,765	3,58,35,915	15,72,95,390	2,48,53,121	29,88,56,950	98,39,44,164

CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Previous Year

(Amount in ₹)

Description	Gross Block				Depreciation & Amortisation				Net Block		
	As at April 1, 2017	Additions	Deductions	Deduction on disposal of subsidiary	As at March 31, 2018	As at April 1, 2017	Charged For the year	Deductions	Deduction on disposal of subsidiary	As at March 31, 2018	As at March 31, 2017
(i) Tangible Assets:											
Freehold Land	2,79,77,910	41,70,22,090	-	-	44,50,00,000	-	-	-	-	44,50,00,000	2,79,77,910
Building owned	28,23,79,737	-	-	-	28,23,79,737	2,57,13,141	44,64,787	-	-	3,01,77,928	25,22,01,809
Water Pumps & Borewell	1,75,363	-	-	-	1,75,363	35,011	33,227	-	-	68,238	1,07,125
Computer Hardwares	3,42,06,020	75,32,231	-	5,65,782	4,11,72,470	2,04,14,290	79,26,749	-	3,36,145	2,80,04,894	1,31,67,576
Server & Network	2,12,89,663	35,00,928	-	-	2,47,90,591	45,93,590	36,36,370	-	-	82,29,960	1,65,60,631
Electric Installation	38,35,109	-	-	-	38,35,109	18,17,057	4,04,488	-	-	22,21,545	16,13,564
Furniture & Fixtures	1,55,53,895	7,35,804	5,000	-	1,62,84,699	58,79,167	16,75,261	92	-	75,54,336	87,30,363
Solar Plant	-	14,04,425	-	-	14,04,425	-	49,421	-	-	49,421	13,55,004
Motar Car	2,35,71,479	6,18,129	-	16,51,567	2,25,38,041	59,86,862	29,02,049	-	3,87,293	85,01,618	1,40,36,423
Motar Cycle	80,000	44,780	-	-	1,24,780	32,005	9,756	-	-	41,761	83,019
Office Equipments	1,72,91,477	47,78,710	-	-	2,20,70,187	81,98,313	25,09,779	-	-	1,07,08,092	1,13,62,095
Total	42,63,60,653	43,56,37,097	5,000	22,17,349	85,97,75,401	7,26,69,436	2,36,11,887	92	7,23,438	9,55,57,793	76,42,17,608
(ii) Intangible Assets:											
Computer Softwares	4,47,37,648	36,41,067	-	-	4,83,78,715	3,09,30,140	40,90,831	-	-	3,50,20,971	1,33,57,744
Total	4,47,37,648	36,41,067	-	-	4,83,78,715	3,09,30,140	40,90,831	-	-	3,50,20,971	1,33,57,744
(iii) Capital Work in Progress											
	11,25,600	2,78,825	14,04,425	-	-	-	-	-	-	-	11,25,600
(iv) Intangible assets under development											
	95,83,691	3,23,86,826	-	-	4,19,70,517	-	-	-	-	4,19,70,517	95,83,691
Grand Total (i+ii+iii+iv)	48,18,07,592	47,19,43,814	14,09,425	22,17,349	95,01,24,633	10,35,99,576	2,77,02,718	92	7,23,438	13,05,78,764	81,95,45,869
											37,82,08,016

**CHOICE INTERNATIONAL LIMITED****ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
13 NON-CURRENT INVESTMENTS		
(a) Other investments in quoted equity shares fully paid-up		
Associate company -		
Nil (PY - 5,952,850) shares of ₹10/- each of Aqua Pumps Infra Ventures Limited	-	17,79,37,923
Other company -		
1,000,000 (PY - 1,000,000) shares of ₹10/- each of The Byke Hospitality Limited	5,00,96,906	5,00,96,906
22,023 (PY - 22,023) shares of ₹10/- each of Lawreshwar Polymers Limited	1,91,610	1,91,610
980 (PY - 980) shares of ₹10/- each of GSL Securities Limited.	5,740	5,740
150,000 (PY-150,000) shares of ₹1/- each of Vakrangee Limited	41,78,419	41,78,419
Nil (PY-450,000) shares of ₹10/- each of Kisan Mouldings Limited*	-	5,35,05,000
Other investments in unquoted equity shares fully paid-up		
523,980 (PY- 523,980) shares of ₹10/- each Jaatvedas Construction Company Private Limited	12,99,47,040	12,99,47,040
400,000 (PY - 400,000) shares of ₹10/- each of Gini & Jony Limited	5,05,60,000	5,05,60,000
Total	23,49,79,715	46,64,22,638
Less : Provision for diminution in the value of investments		
	23,49,79,715	46,64,22,638
(b) Aggregate book value of -		
Quoted fully paid-up investments	5,44,72,675	25,67,69,980
Aggregate market value of -		
Quoted fully paid-up investments	2,80,50,000	39,64,42,590

* During the year the Company has sold its holding in Kisan Moulding Private Limited @ Rs.118.90 per share.

14 DEFERRED TAX ASSETS (NET)

(Amount in ₹)

Particulars	As at March 31, 2018	Movement	As at March 31, 2019
The major components of deferred tax liabilities / assets (net) as recognised in the financial statements is as follows:			
Deferred tax asset			
Employee benefits	67,700	2,31,000	2,98,700
Business loss & unabsorbed depreciation	41,08,404	(14,72,004)	26,36,400
Provision for standard loan assets	-	6,26,000	6,26,000
Deferred tax liability	(1,62,342)	82,742	(79,600)
Depreciation and amortisation	40,13,762	(5,32,262)	34,81,500

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
15 LONG TERM LOANS & ADVANCES		
Unsecured, considered good		
Security deposits	4,40,54,418	3,27,73,696
Advance taxes (net of provisions)	3,77,43,372	3,24,22,925
MAT Credit Entitlement	1,82,59,197	1,65,09,277
Loans & advances to others	-	7,05,000
Prepaid Expenses	1,47,540	8,02,706
	10,02,04,527	8,32,13,604
16 OTHER NON-CURRENT ASSETS		
Fixed Deposits (under lien with maturity more than 12 months)	25,00,000	30,23,963
Accrued Interest on above FD	2,43,054	
	27,43,054	30,23,963

**CHOICE INTERNATIONAL LIMITED****ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
17 INVENTORIES		
Stock-in-trade	24,95,24,673	17,46,60,044
Shares & securities		
	24,95,24,673	17,46,60,044
18 TRADE RECEIVABLES		
Secured, considered good*		
Outstanding for a period exceeding six months	47,83,713	71,77,953
Others	47,42,09,830	1,02,69,90,129
Unsecured, considered good		
Outstanding for a period exceeding six months	4,58,26,928	2,73,46,925
Others	14,50,14,926	10,56,78,473
Unsecured, considered doubtful		
Outstanding for a period exceeding six months from due date	15,06,433	46,68,524
Others	24,08,836	-
Less- Provision for doubtful debts	(39,15,269)	(46,68,524)
	66,98,35,397	1,16,71,93,480
* Secured against securities given as collateral by the customers.		
19 CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Cash on Hand	1,92,827	2,73,128
Cheques in hand	5,35,05,000	-
Bank Balances -		
In current accounts	8,24,39,279	24,26,46,408
Cash & Cash Equivalents (as per "AS-3 Cash Flow Statements")	13,61,37,106	24,29,19,536
Other Bank Balances		
Term deposits held against bank guarantees	10,53,62,334	37,63,86,495
In earmarked accounts	8,09,878	8,87,386
Cash & Bank Balances	24,23,09,318	62,01,93,418
* Fixed Deposits are under Lien with Banks for Bank Guarantees (with maturity of more than of 3 Months but less than 12 Months)		
20 SHORT-TERM LOANS AND ADVANCES		
Secured, considered good	25,56,12,522	50,62,83,364
Loans against shares & securities		
Unsecured, considered good		
Loans given to related parties (Refer Note No.38)	2,38,52,254	-
Loans & Advances to others	55,54,11,202	28,85,70,744
Advances to employees	70,18,604	47,75,452
Balance with revenue authorities	57,91,956	41,96,777
Other Advances	34,86,687	95,57,872
Prepaid expenses	1,89,32,386	2,23,54,687
Security deposit	74,91,723	2,98,70,723
Margin money	1,00,37,59,195	92,06,890
MAT Credit Entitlement	-	15,08,670
	1,88,13,56,529	87,63,25,182
21 OTHER CURRENT ASSETS		
Margin money	-	1,84,867
Accrued interests on deposits	61,75,063	-
Unbilled Revenue	4,10,66,296	4,61,97,865
Receivables from Exchanges	19,13,37,835	60,14,262
Retention money	24,20,581	46,89,709
Other Current assets	4,40,16,855	1,15,90,392
	28,50,16,630	6,86,77,095


CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
22 REVENUE FROM OPERATIONS		
Sales of Shares & Securities	20,80,13,356	26,24,18,010
Interest income	13,04,45,556	10,20,77,768
Income from lease and support services	2,84,40,037	2,55,40,366
Brokerage income	38,62,44,083	33,55,69,792
Delay Payment Charges	13,03,50,845	16,23,90,910
Professional fees	32,79,26,926	43,85,26,932
Service Charges	4,21,94,760	7,75,56,470
Other operating revenues	1,69,73,602	2,52,02,063
	1,27,05,89,165	1,42,92,82,311
23 OTHER INCOME		
Dividend Income	10,37,500	1,00,47,937
Rent Income	1,40,000	2,40,000
Interest Income on deposits	3,59,74,879	2,02,63,945
Interest on Loans	28,30,035	-
Interest on IT Refund	6,30,530	-
Miscellaneous income	7,70,119	23,47,281
Profit on sale of investment	10,225	5,64,14,450
Profit on sale of fixed assets	20,650	-
Sundry balance written back	20,88,309	2,03,166
	4,35,02,247	8,95,16,779
24 PURCHASES		
Shares & Securities	27,04,00,208	30,67,02,916
Solar Plant	-	16,03,400
	27,04,00,208	30,83,06,316
25 CHANGES IN INVENTORIES		
Shares & Securities		
At the beginning of the period	17,46,60,044	9,29,31,779
Less : At the end of the period	24,95,24,673	17,63,16,299
	(7,48,64,629)	(8,33,84,520)
26 OPERATING EXPENSES		
Professional Service charges	7,18,30,070	19,12,27,919
Computer & software expenses	1,94,28,206	1,35,21,743
Depository Charges	56,60,796	21,71,555
Membership & subscription fees	17,78,439	10,65,454
Sub-brokerage / Referral fees	11,18,26,291	8,52,77,417
Lease line expenses	39,88,624	13,37,973
Other operating expenses	37,43,135	31,25,639
	21,82,55,561	29,77,27,700
27 EMPLOYEE BENEFIT EXPENSES		
Salaries, allowances and incentives	42,42,89,790	39,10,25,951
Staff welfare expenses	21,36,322	21,73,327
Contribution to Provident & other funds	99,87,455	83,99,906
	43,64,13,567	40,15,99,184
28 FINANCE COST		
Interest on Borrowings-		
Bank	5,84,48,603	4,32,49,049
Financial Institutions	10,02,58,923	11,83,33,098
Commercial papers	85,46,307	-
Debenures	43,49,405	-
Others	37,29,168	64,55,187
Other borrowing costs	2,78,48,782	3,75,69,867
	20,31,81,188	20,56,07,202


CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
29 OTHER EXPENSES		
Travelling & Conveyance expenses	2,95,76,100	3,62,84,492
Legal and professional	1,15,70,907	2,63,73,714
Marketing & advertisement expenses	3,04,47,328	1,15,46,255
Business promotion expenses	71,30,958	2,50,60,784
Communication expenses	1,74,50,090	1,67,47,133
Rent including lease rentals	1,76,52,409	1,51,30,444
Repairs & Maintenance	1,22,51,839	1,18,63,750
Electricity Charges	85,86,754	84,09,673
Claims & dispute expenses	49,70,945	72,73,194
Printing and stationery	52,27,474	52,86,103
Provision for doubtful debts	6,73,374	46,68,524
Canteen Expenses	40,17,061	37,58,059
Rates & Taxes	20,60,677	29,27,918
Bad Debts	1,23,257	24,31,150
Sundry balance written off	21,01,653	-
Provision on standard loan assets	1,05,396	13,63,873
CSR Expenses	3,36,987	11,61,661
Bank charges	11,46,108	10,82,657
Commission & Brokerage	-	5,00,717
Insurance Charges	58,014	5,40,411
Miscellaneous Expenses*	2,41,68,983	2,12,53,601
	17,96,56,314	20,36,64,111
* Miscellaneous expenses includes Auditor's remuneration as below:		
As auditors	53,00,000	48,42,700
Taxation matters	1,55,000	65,000
Other matters	10,52,076	-
30 EARNINGS PER EQUITY SHARE		
Profit attributable to equity shareholders	42,02,046	12,03,38,249
Weighted average number of equity shares	2,00,04,800	1,83,88,362
Basic Earnings Per Share	0.21	6.54
Face value per Share	10	10
Profit after adjusting interest on potential equity shares	42,02,046	12,03,38,249
Weighted average number of equity share after	2,00,04,800	2,00,04,800
Dilutive Earnings per Share	0.21	6.02



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 31 : OTHER NOTES FORMING PART OF FINANCIAL STATEMENTS

31 Contingent Liabilities not provided for: (Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Income tax demand contested by the Company	1,934,494	1,934,494
(ii) Cases filed by client with the exchange*	-	5,45,000
	1,934,494	24,79,494

*The Group does not expect any outflow of economic resources in respect of the above. (Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Bank Guarantees issued to - Corporate guarantees issued to Banks & Financial Institutions on behalf of subsidiaries-	84,92,44,954	1,25,38,73,165

32 Expenditure in Foreign Currency (Amount in ₹)

Name of Company	As on March 31, 2019	As on March 31, 2018
Foreign Travelling	7,57,175	19,26,783
	7,57,175	19,26,783

33 Employee benefit plans:

The Group has classified the various benefits provided to employees as under:

1. Defined Contribution Plan

During the year, the Group has incurred and recognised the following amounts in the Statement of Profit and Loss: (Amount in ₹)

Particulars	As on March 31, 2019	As on March 31, 2018
Employers' Contribution to Provident Fund	61,80,397	39,26,099
Employers' Contribution to ESIC	37,98,586	37,11,160
Total	99,78,983	76,37,259

Defined benefit plans

The Group offers the gratuity as employee benefit schemes to its employees:

The following table sets out the funded status of the Gratuity and the amount recognised in the financial statements: (Amount in ₹)

Particulars	As on March 31, 2019	As on March 31, 2018
Components of employer expense		
Current service cost	56,03,869	36,39,999
Interest on obligation	7,81,211	4,38,633
Expected return on plan assets	-	-
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Recognised Past Service cost vested	2,12,244	6,09,751
Actuarial losses/(gains)	(28,62,318)	(97,298)
Total expense recognised in the Statement of Profit & Loss	37,35,006	45,91,085

(Amount in ₹)

Table showing change in fair value of defined benefits obligation :	As on March 31, 2019	As on March 31, 2018
Opening fair value of defined benefit obligation	1,05,39,935	60,05,286
Net Transfer In (out) Obligation	90,70,033	(2,65,492)
Service cost	56,03,869	36,39,999
Interest cost	7,81,211	4,38,633
Actuarial (gain) / loss	(29,76,504)	(97,298)
Past Service Costs	-	12,87,614
Benefits paid	-	(4,68,807)
Closing defined benefit obligation	2,30,18,544	1,05,39,935



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Funded status of the plan assets	As on March 31, 2019	As on March 31, 2018
Present Value of unfunded obligation	-	1,04,16,238
Present Value of funded obligation	2,30,18,546	-
Fair value of plan assets	(5,78,571)	-
Unrecognised past service costs	(4,48,821)	(1,01,55,900)
Net asset / (liability) recognised in the Balance Sheet	2,19,91,154	1,04,16,238

(Amount in ₹)

Table showing Reconciliation of Plan Assets	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening value of plan assets	-	-
Actuarial gain / (loss)	(1,14,186)	-
Contribution by employer	6,92,757	-
Closing Defined Benefit Obligation	5,78,571	-

(Amount in ₹)

Experience Adjustments	As at March 31, 2016	As at March 31, 2015
Experience adjustments on plan liabilities	10,034	(2,70,765)
Actuarial loss/(gain) due to change in demographic assumptions	-	-
Actuarial loss/(gain) due to change in financial assumptions	1,11,740	2,74,399
Experience adjustments on plan assets	-	-
Net Actuarial loss/(gain) for the year	1,21,774	3,634

(Amount in ₹)

Experience Adjustments	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Experience adjustments on plan liabilities	(31,35,109)	3,14,798	(63,434)
Actuarial loss/(gain) due to change in demographic assumptions	0	-	-
Actuarial loss/(gain) due to change in financial assumptions	1,58,605	(4,12,093)	4,50,320
Experience adjustments on plan assets	1,14,186	-	-
Net Actuarial loss/(gain) for the year	(28,62,318)	(97,295)	3,86,886

Actuarial assumptions	As on 31.03.2019	As on 31.03.2018
Discount rate	7.65% p.a.	7.70% p.a.
Expected return on plan assets	7.65% p.a.	Not Applicable
Salary escalation	6.00% p.a.	6.00% p.a.
Withdrawal Rates	5% at younger ages reducing to 1% at older ages	5% at younger ages reducing to 1% at older ages

Note:-The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors. The above information is certified by the actuaries and relied upon by auditors.

34 Segment information :

The Company has identified Business segments as its primary segment. Business segments are primarily NBFC & Other services, Investment Banking services, Broking & Distribution services, Consulting & Outsourcing services and E-Commerce Services & Technical Services. Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

Particulars	For the year ended 31 March, 2019						
	Business segments						
	NBFC & Other services	Broking & Distribution	Investment Banking	Consulting & Outsourcing	E-Commerce & Technical services	Other Unallocable	Total (Enterprise)
Segment Revenue							
Sales / Income	23,31,78,053 (29,41,90,867)	75,28,84,042 (79,22,32,732)	5,90,79,416 (8,47,35,684)	29,16,75,221 (37,35,79,134)	6,13,59,296 (10,96,24,086)	4,63,29,193 (1,32,11,112)	1,44,45,05,221 (1,66,75,73,615)
Less: Inter-segment Sales / Income	(7,31,45,915) (9,82,48,798)	- (10,72,285)	5,00,000 (46,20,000)	75,48,126 (43,08,620)	1,13,34,533 (3,37,64,728)	3,78,85,235 (67,60,094)	13,04,13,809 (14,87,74,525)
Total Revenue External	16,00,32,138 (19,59,42,069)	75,28,84,042 (79,11,60,447)	5,85,79,416 (8,01,15,684)	28,41,27,095 (36,92,70,514)	5,00,24,763 (7,58,59,358)	84,43,958 (64,51,018)	1,31,40,91,412 (1,51,87,99,090)
Total revenue of each segment as a percentage of total revenue of all segments	12.18% (12.91%)	57.29% (52.09%)	4.46% (5.27%)	21.62% (24.31%)	3.81% (4.99%)	0.64% (0.42%)	
Segment Result: Profit / (Loss) before interest and taxes	1,17,48,498 (1,18,61,161)	1,34,07,472 (10,53,51,631)	1,04,81,799 (1,95,98,810)	4,32,77,504 (5,41,51,778)	37,52,152 (20,65,566)	(3,74,54,136) 3,13,21,436	4,52,13,289 (15,75,76,379)
Profit before tax							4,52,13,289 (15,75,76,379)
Less: Tax expense							1,18,94,569 (3,72,38,130)
Net profit after tax							3,33,18,720 (12,03,38,249)
Share of Profit in Loss on Disposal of Associate							(12,12,154) 2,79,04,519 (21,00,552)
Net Profit for the Year							42,02,047 (12,24,38,802)
* Previous year figures are in brackets							

CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	For the year ended 31 March, 2019						
	Business segments						
	NBFC & Other services	Broking & Distribution	Investment Banking	Consulting & Outsourcing	E-Commerce & Technical services	Other Unallocable	Total (Enterprise)
Segment Assets	98,44,34,173 (1,19,06,87,302)	2,36,97,30,975 (1,99,25,05,309)	8,47,76,735 (6,60,66,741)	12,25,77,121 (15,14,58,299)	4,87,43,533 (1,78,65,367)	1,04,34,28,237 (86,49,81,300)	4,65,36,90,774 (4,28,35,64,319)
Segment Liabilities	89,71,41,519 (1,03,83,49,526)	1,87,68,18,664 (1,39,31,04,409)	1,91,63,488 (1,45,57,235)	9,88,63,385 (5,96,04,265)	1,43,65,842 (94,20,942)	8,12,95,634 (10,66,87,748)	2,98,76,48,532 (2,62,17,24,124)
Capital Expenditure	-	-	-	-	-	23,39,48,164 (47,19,43,814)	23,39,48,164 (47,19,43,814)
Depreciation & Amortisation	-	-	-	-	-	3,58,35,915 (2,77,02,718)	3,58,35,915 (2,77,02,718)
Other Non Cash Expenses							
Provision for doubtful debts	-	6,45,000 (31,90,465)	-	28,374 (14,78,059)	-	-	6,73,374 (46,68,524)
Provision for standard loan assets	1,05,396 (13,63,873)	-	-	-	-	-	1,05,396 (13,63,873)
* Previous year figures are in brackets							



CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

35 Disclosure as per Schedule III of Companies Act, 2013 related to Consolidated Financial Statements

Name of Company	Net Assets i.e. Total Assets Less Total Liabilities		Share in Profit or (Loss)	
	Amount (in ₹)	As % of Consolidated Net Assets	As % of Consolidated Profit/(Loss)	Amount (in ₹)
Choice International Limited (Standalone)	1,38,70,70,416	83.26%	382.30%	1,60,64,384
SUBSIDIARIES				
Choice Equity Broking Pvt. Ltd.	66,13,90,058	39.70%	526.07%	2,21,05,535
Choice Wealth Management Pvt. Ltd.	(3,86,27,683)	-2.32%	-434.34%	(1,82,51,186)
Choice Portfolio Management Services Pvt. Ltd.	2,06,89,913	1.24%	0.79%	33,268
Choice Capital Advisors Pvt. Ltd.	7,65,90,198	4.60%	27.42%	11,52,041
Choice Corporate Services Pvt. Ltd.	(25,45,169)	-0.15%	11.63%	4,88,847
Choice Techlab Solutions Pvt. Ltd.	68,61,845	0.41%	69.43%	29,17,296
Choice Retail Solutions Pvt. Ltd.	(6,22,284)	-0.04%	13.37%	5,61,691
Choice Peers International Pvt. Ltd.	(54,21,346)	-0.33%	105.16%	44,18,842
Choice Consultancy Services Pvt. Ltd.	10,62,73,328	6.38%	117.99%	49,58,055
Choice Fiserv Private Limited	20,47,30,856	12.29%	88.11%	37,02,321
Joint Ventures (as per Consolidation Method)				
Thought Consultant Jaipur P L in JV with CCSPL	11,00,602	0.07%	8.90%	3,73,868
Total	2,41,74,90,735	145.10%	916.81%	3,85,24,965
Consolidated Adjustments and Eliminations	75,14,48,493	45.10%	816.81%	3,43,22,917
Consolidated Net Assets/ Profit After Tax	1,66,60,42,242	100.00%	100.00%	42,02,048

36. The aggregate amount of assets, liabilities, income and expenditure of the Jointly Controlled Operation included in CFS is as follows :

Particulars	(Amount in ₹)	
	March 31,2019	March 31,2018
Liabilities	19,11,930	41,41,631
Assets	30,12,531	48,68,364
Income	9,24,440	1,35,89,297
Expenditure	3,41,189	1,29,98,029

CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

37 Statement containing salient features of the financial Statement/Associate Companies /Joint Ventures (Pursuant to section 129(3) of the Companies Act, 2013)
Part "A" : Subsidiaries

S. No. of the Subsidiary	Name of the Subsidiary	Reporting period of the subsidiary concerned, if different from the Holding company's reporting period	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	% of Share Holding
1	Choice Equity Broking Pvt. Ltd. (Note - 1)	NA	8,01,78,000	58,12,12,058	2,58,93,75,995	1,92,79,85,936	6,43,75,769	77,99,76,319	2,51,65,061	30,59,526	2,21,05,535	100
2	Choice Wealth Management Pvt. Ltd.	NA	1,00,000	(3,87,27,683)	69,86,368	4,56,14,050	-	1,00,32,885	(1,82,26,186)	25,000	(1,82,51,186)	100
3	Choice Portfolio Management Services Pvt. Ltd.	NA	2,11,00,000	(4,10,087)	2,09,81,906	2,91,993	-	33,07,521	44,964	11,696	33,268	100
4	Choice Capital Advisors Pvt. Ltd.	NA	5,05,00,000	2,60,90,198	11,57,03,301	3,91,13,103	5,00,96,906	3,77,82,307	14,65,365	3,13,324	11,52,041	100
5	Choice Corporate Services Pvt. Ltd.	NA	1,00,000	(26,45,169)	88,66,749	1,14,11,918	-	2,32,80,284	4,90,817	1,970	4,88,847	100
6	Choice Techlab Solutions Pvt. Ltd.	NA	1,00,000	67,61,845	5,78,49,346	5,09,87,501	-	6,13,59,861	39,65,322	10,48,026	29,17,296	100
7	Choice Retail Solutions Pvt. Ltd.	NA	1,00,000	(7,22,284)	29,90,094	36,12,378	-	22,09,718	2,29,991	(3,31,700)	5,61,691	100
8	Choice Peers International Pvt. Ltd.	NA	10,00,000	(64,21,346)	44,27,737	98,49,083	-	2,27,13,481	59,79,762	15,60,920	44,18,842	100
9	Choice Consultancy Services Pvt. Ltd. (Note 2)	NA	5,00,00,000	5,73,73,930	23,20,27,039	12,46,53,109	-	26,97,32,054	83,39,216	30,07,293	53,31,923	100
10	Choice Fiserv Private Limited	NA	11,06,00,000	9,41,30,856	1,14,55,39,358	94,08,08,502	-	10,44,35,487	50,03,685	13,01,364	37,02,321	100

Notes: 1) During the year Choice Merchandise Broking Private Limited has been merged with Choice Equity Broking Private Limited
2) Choice Consultancy Services Private Limited includes share of Jointly Controlled Operations

S. No.	Name of the Associates/ Joint Controlled Entity	Latest Audited Balance Sheet Date	Shares of Associates/ Joint Ventures held by the Company on the year end		Description of how there is significant influence	Reason why the associate/ Joint Controlled Entity is not Consolidated	Net Worth Attributable to Shareholding as per latest audited Balance Sheet (Amount in ₹)	Profit/Loss for the year	
			Numbers	Amount of Investment in Associate/ Joint Venture (Amount in ₹)				(i) Considered in Consolidation (Amount in ₹)	(ii) Not Considered in Consolidation (Amount in ₹)
1	Thought Consultants Jaipur P L in JV with Choice Consultancy Services P L	March 31, 2019	-	-	Jointly Controlled Operation of CCSPL	Consolidated	11,00,602	3,73,868	-

CHOICE INTERNATIONAL LIMITED
ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

38 Related Party Disclosure:

(i) Details of Related Parties -

(Amount in ₹)

Description of Relationship	Names of Related Parties	March 31,2019	March 31,2018
a. Associate Companies	Aqua Pumps Infra Ventures Limited (APIVL)	-	✓
	Choice Realty Pvt. Ltd. (Subsidiary of APIVL)	-	✓
b. Key Management Personnel (KMP) and their relatives	Kamal Poddar (Managing Director)	✓	✓
	Hemlata Poddar (Non-executive Director)	✓	✓
	Arun Poddar (Relative of KMP)	✓	✓
	Sonu Poddar (Relative of KMP)	✓	✓
	Santosh Kumar Poddar (Relative of KMP)	✓	✓
	Manju Poddar (Relative of KMP)	✓	✓
	Meenu Poddar (Relative of KMP)	✓	✓
	Ajay Kejriwal (Executive Director)	✓	✓
	Malti Rajendra Kejriwal (Relative of Director)	✓	✓
	Babita Ajay Kejriwal (Relative of Director)	✓	✓
	Vijay Rajendra Kejriwal (Relative of Director)	✓	✓
	Rajendrakumar Kejriwal (Relative of Director)	✓	✓
	Manoj Singhania (CFO)	✓	✓
	Savita Singhania (Relative of KMP)	✓	✓
	Karishma Shah (Company Secretary)	✓	✓
	Praful Shah (Relative of KMP)	✓	✓
	Falguni Shah (Relative of KMP)	✓	✓
c. Individuals owning directly or indirectly interest in voting power that gives them control & their relatives	Kamal Poddar - Holding 12.50% of Capital in CIL	✓	✓
	Hemlata Poddar - Holding 4.25% of Capital in CIL	✓	✓
	Sunil Patodia - Holding 5.50% of Capital in CIL	✓	✓
	Vinita Patodia - Holding 7.87% of Capital in CIL	✓	✓
	Anil Patodia - Holding 5.50% of Capital in CIL	✓	✓
	Archana Patodia - Holding 7.87% of Capital in CIL	✓	✓
	Arun Poddar - Holding 10.50% of Capital in CIL	✓	✓
	Sonu Poddar - Holding 6.25% of Capital in CIL	✓	✓
	Shreya Patodia - Holding 1.50% of Capital in CIL	✓	✓
	Suyash Patodia - Holding 1.50% of Capital in CIL	✓	✓
	Aastha Patodia - Holding 1.50% of Capital in CIL	✓	✓
	Ayush Patodia - Holding 1.50% of Capital in CIL	✓	✓
d. Enterprises over which (b) & (c) are able to exercise significant influence	S. K. Patodia & Associates	✓	✓
	The Byke Hospitality Ltd.	✓	✓
	Hotel Relax Pvt. Ltd.	✓	✓
	Manbhari Biofuel Pvt. Ltd.	✓	✓
	S. K. Patodia Advisory Services Pvt. Ltd.	✓	✓
	Shree Shakambhari Exims Private Limited (Formerly known as Upton Infrastructure Pvt. Ltd.)	✓	✓
	Aqua Pumps Pvt. Ltd.	✓	✓
	Wheresmypandit.com Pvt. Ltd.	✓	✓
	Gravotix Technology Private Limited	✓	✓
	Motormistri.Com Private Limited	✓	✓
	Thoughts Consultants Jaipur P L in JV with Choice Consultancy Services P L	✓	✓
	VSC Consulting Private JV with Choice Consultancy Services Private Limited (w.e.f January 15,2018)	✓	✓
	Infra Dev Consultants in JV with Choice Consultancy Services Pvt. Ltd.	✓	-
	Samank Consumer Products Private Limited	✓	✓
	Samank Apparels Private Limited	✓	✓
	Choice Insurance Broking India Private Limited (Formerly known as Satyan Insurance Brokers Private Limited)	✓	✓
	Farmer's Evolvement Foundation	✓	✓
	Mumbai Vaish Seva Sansthan	✓	✓
	Blazing Star Properties Private Limited	✓	✓
	Anant Incense Enterprise (Partnership entered by Aastha Patodia)	✓	✓
	Closhoerize (Partnership entered by Shreya Patodia)	✓	✓
	De Starvings Couriers LLP	✓	✓
	Choice Strategic Advisors LLP	✓	-
	Lions Mumbai Choice Foundation	✓	-
	Rupang Properties Private Limited	✓	-
	Ajay Kejriwal HUF	✓	✓
	Vijay Kejriwal HUF	✓	✓
	Anil Patodia HUF	✓	✓
	Sunil Patodia HUF	✓	✓
	Santosh Poddar HUF	✓	✓
	Arun Poddar HUF	✓	✓
	Kamal Poddar HUF	✓	✓

*During the year the Company has sold its stake in Aqua Pumps Infra Ventures Limited.

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38 (ii): Details of Related Party transactions during the year ended March 31, 2019

(Amount in ₹)

Particulars	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Loan/Advance taken from					
Loan Taken from -					
Kamal Poddar	-	2,20,00,000	-	-	2,20,00,000
	-	2,20,00,000	-	-	2,20,00,000
Loan Repaid -					
Kamal Poddar	-	2,20,00,000	-	-	2,20,00,000
	-	2,20,00,000	-	-	2,20,00,000
Loan Given					
Samank Apparels Private Limited	-	-	-	88,18,227	88,18,227
S K Patodia & Associates	-	-	-	1,75,34,027	1,75,34,027
	-	-	-	2,63,52,254	2,63,52,254
Loan Repayment received from -					
Samank Consumer Products Private Limited	-	-	-	2,59,80,000	2,59,80,000
S K Patodia & Associates	-	-	-	25,00,000	25,00,000
	-	-	-	2,84,80,000	2,84,80,000
Advances received					
Samank Consumer Products Private Limited	-	-	-	41,00,000	41,00,000
	-	-	-	41,00,000	41,00,000
Advances amount repaid					
Samank Consumer Products Private Limited	-	-	-	41,00,000	41,00,000
	-	-	-	41,00,000	41,00,000
Revenue from Operations					
Income from Business Support Services -					
The Byke Hospitality Limited	-	-	-	85,14,737	85,14,737
S K Patodia & Associates	-	-	-	1,94,92,000	1,94,92,000
Choice Insurance Broking India Private Limited	-	-	-	4,33,300	4,33,300
Income from Brokerage & Other Charges					
Ajay Rajendra Kejriwal	-	538	-	-	538
Ajay R Kejriwal (HUF)	-	-	-	3,657	3,657
Malti Rajendra Kejriwal	-	-	1,160	-	1,160
Babita Ajay Kejriwal	-	-	308	-	308
Vijay Rajendra Kejriwal	-	-	3,304	-	3,304
Rajendra kumar Kejriwal	-	-	3,473	-	3,473
Kamal Poddar	-	7,07,341	-	-	7,07,341
Kamal Poddar (HUF)	-	-	-	472	472
Arunkumar Poddar	-	-	592	-	592
Hemlata Kamal Poddar	-	-	496	-	496
Santosh Kumar Poddar	-	-	5,885	-	5,885
Manju Poddar	-	-	236	-	236
Meenu Poddar	-	-	11,228	-	11,228
Vijay R Kejriwal Huf	-	-	-	11,517	11,517
Santosh Kumar Poddar Huf	-	-	-	2,436	2,436
	-	7,07,879	26,682	2,84,58,119	2,91,92,680
Professional Service Charges					
The Byke Hospitality Limited	-	-	-	2,00,00,000	2,00,00,000
Samank Consumer Products Private Limited	-	-	-	3,00,000	3,00,000
S K Patodia & Associates	-	-	-	75,40,000	75,40,000
	-	-	-	2,78,40,000	2,78,40,000
Other Income					
Dividend Income	-	-	-	10,00,000	10,00,000
Rent Income	-	-	-	1,20,000	1,20,000
	-	-	-	11,20,000	11,20,000
Interest on Loans					
Samank Consumer Products Private Limited	-	-	-	10,98,513	10,98,513
Samank Apparels Private Limited	-	-	-	20,252	20,252
S K Patodia & Associates	-	-	-	37,808	37,808
	-	-	-	11,56,573	11,56,573



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

38 (ii): Details of Related Party transactions during the year ended March 31, 2019 (Continued)

Particulars	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Employee Benefit Expenses					
Director Remuneration	-	42,00,000	-	-	42,00,000
<u>Salary & Allowances</u>					
Manoj Singhania	-	15,01,507	-	-	15,01,507
Karishma Shah	-	9,82,879	-	-	9,82,879
Ajay Kejriwal	-	21,00,000	-	-	21,00,000
Vijay Kejriwal	-	-	10,20,000	-	10,20,000
	-	87,84,386	10,20,000	-	98,04,386
Other Expenses					
S K Patodia & Associates	-	-	-	1,77,000	1,77,000
Lions Mumbai Choice Foundation	-	-	-	28,94,000	28,94,000
Lions Club of Mumbai Choice	-	-	-	50,000	50,000
	-	-	-	31,21,000	31,21,000
Securities Pledged for loan					
Kamal Poddar	-	8,37,000	-	-	8,37,000
Hemlata Poddar	-	94,86,000	-	-	94,86,000
Arun Poddar	-	-	1,59,03,000	-	1,59,03,000
	-	1,03,23,000	1,59,03,000	-	2,62,26,000
Balances outstanding at the end of the year					
Short Term Borrowings					
Arun Poddar	-	-	-	9,80,133	9,80,133
	-	-	-	9,80,133	9,80,133
Short Term Loans & Advances					
Samank Apparels Private Limited	-	-	-	88,18,227	88,18,227
S K Patodia & Associates	-	-	-	1,50,34,027	1,50,34,027
	-	-	-	2,38,52,254	2,38,52,254
Trade receivables -					
The Byke Hospitality Limited	-	-	-	2,65,25,991	2,65,25,991
S K Patodia & Associates	-	-	-	33,02,204	33,02,204
Choice Insurance Broking India Private Limited	-	-	-	1,26,988	1,26,988
Santosh Kumar Poddar	-	-	30,268	-	30,268
Hemlata Kamal Poddar	-	-	1,015	-	1,015
Kamal Poddar	-	93,41,784	-	-	93,41,784
Meenu Poddar	-	-	1,819	-	1,819
Arunkumar Poddar (HUF)	-	-	-	1,355	1,355
Kamal Poddar (HUF)	-	-	-	2,019	2,019
Manju Poddar	-	-	236	-	236
Ajay Rajendra Kejriwal	-	11	-	-	11
Babita Kejariwal	-	-	235	-	235
Vijay R Kejriwal Huf	-	-	-	1,75,490	1,75,490
	-	93,41,795	33,573	3,01,34,047	3,95,09,414
Trade Payables					
Kamal Poddar	-	25,589	-	-	25,589
Manoj Singhania	-	1,19,211	-	-	1,19,211
Karishma Shah	-	86,898	-	-	86,898
S K Patodia & Associates	-	-	-	2,98,460	2,98,460
	-	2,31,698	-	2,98,460	5,30,158
Other Current Liabilities					
Vijay Rajendra Kejriwal	-	-	7,409	-	7,409
Rajendrakumar Kejriwal	-	-	539	-	539
Santosh Kumar Poddar Huf	-	-	26,175	-	26,175
Maltidevi Kejriwal	-	-	23	-	23
	-	-	34,146	-	34,146
Other Non Current Liabilities					
Choice Insurance Broking India Private Limited	-	-	-	30,00,000	30,00,000
	-	-	-	30,00,000	30,00,000



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

38 (ii): Details of Related Party transactions during the year ended March 31, 2018

Particulars	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Loan/Advance taken from					
Kamal Poddar	-	9,88,46,290	-	-	9,88,46,290
Arun Poddar	-	3,00,000	-	-	3,00,000
	-	9,91,46,290	-	-	9,91,46,290
Loan repaid					
Kamal Poddar	-	9,88,46,290	-	-	9,88,46,290
	-	9,88,46,290	-	-	9,88,46,290
Loan Given to					
Samank Consumer Products Private Limited	-	-	-	6,59,80,000	6,59,80,000
	-	-	-	6,59,80,000	6,59,80,000
Loan repayment received from					
Samank Consumer Products Private Limited	-	-	-	4,00,00,000	4,00,00,000
	-	-	-	4,00,00,000	4,00,00,000
Revenue from Operations					
<u>Professional Service Charges</u>					
SK Patodia & Associates	-	-	-	1,50,00,000	1,50,00,000
Gravotix Technology Private Limited	-	-	-	6,38,065	6,38,065
<u>Income from Business Support Service</u>					
The Byke Hospitality Limited	-	-	-	85,30,954	85,30,954
SK Patodia & Associates	-	-	-	1,70,09,412	1,70,09,412
<u>Interest on Loans</u>					
Samank Consumer Products Private Limited	-	-	-	51,10,537	51,10,537
<u>Income form Brokerage</u>					
Ajay Kejriwal	-	7,153	-	-	7,153
Malti Rajendra Kejriwal	-	-	1,807	-	1,807
Babita Ajay Kejriwal	-	-	3,398	-	3,398
Vijay Rajendra Kejriwal	-	-	2,682	-	2,682
Rajendrakumar Kejriwal	-	-	21,888	-	21,888
Ajay R Kejriwal Huf	-	-	-	4,824	4,824
Kamal Poddar	-	81,428	-	-	81,428
Arunkumar Poddar	-	-	590	-	590
Hemlata Kamal Poddar	-	-	4,795	-	4,795
Santosh Kumar Poddar	-	-	230	-	230
Manju Poddar	-	-	230	-	230
Meenu Poddar	-	-	981	-	981
Kamal Poddar HUF	-	-	-	472	472
	-	88,581	36,601	4,62,94,264	4,64,19,446
Other Income					
<u>Rent Income</u>					
Choice Insurance Broking India Private Limited	-	-	-	1,20,000	1,20,000
<u>Dividend Income</u>					
The Byke Hospitality Limited	-	-	-	10,00,000	10,00,000
	-	-	-	11,20,000	11,20,000
Employee Benefit Expenses					
<u>Director Remuneration</u>					
Kamal Poddar	-	45,00,000	-	-	45,00,000
<u>Salaries & Allowances</u>					
Manoj Singhania	-	14,53,231	-	-	14,53,231
Karishma Shah	-	7,76,909	-	-	7,76,909
Ajay Kejriwal	-	14,30,200	-	-	14,30,200
Sonu Poddar	-	-	77,229	-	77,229
Savita Singhania	-	-	3,65,176	-	3,65,176
Babita Kejriwal	-	-	9,67,740	-	9,67,740
Vijay Kejriwal	-	-	7,20,000	-	7,20,000
	-	81,60,340	21,30,145	-	1,02,90,485
Other Expenses					
Mehek Kejriwal	-	-	60,000	-	60,000
Harsh Kejriwal	-	-	60,000	-	60,000
	-	-	1,20,000	-	1,20,000



CHOICE INTERNATIONAL LIMITED

ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

38 (ii) : Details of Related Party transactions during the year ended March 31, 2018 (Continued)

Particulars	Associates	KMP	Relative of KMP	Enterprises over which (c) & (d) are able to exercise significant influence	Total
Balance outstanding at the end of year					
Other Long Term Liabilities					
Choice Insurance Broking India Private Limited	-	-	-	30,00,000	30,00,000
	-	-	-	30,00,000	30,00,000
Short Term Borrowings					
Arun Poddar	-	-	9,80,133	-	9,80,133
	-	-	9,80,133	-	9,80,133
Trade Payables					
Kamal Poddar	-	5,82,350	-	-	5,82,350
Manoj Singhania	-	1,18,587	-	-	1,18,587
Karishma Shah	-	55,290	-	-	55,290
Vijay Kejriwal	-	-	55,731	-	55,731
Ajay Kejriwal	-	1,34,284	-	-	1,34,284
Harsh Kejriwal	-	-	5,000	-	5,000
Mehak Kejriwal	-	-	5,000	-	5,000
SK Patodia & Associates	-	-	-	80,250	80,250
	-	8,90,511	65,731	80,250	10,36,492
Short Term Loans & Advances					
Samank Consumer Products Private Limited	-	-	-	2,59,80,000	2,59,80,000
	-	-	-	2,59,80,000	2,59,80,000
Trade Receivables					
The Byke Hospitality Limited	-	-	-	11,724	11,724
SK Patodia & Associates	-	-	-	96,946	96,946
Hemlata Kamal Poddar	-	-	519	-	519
Arunkumar Poddar	-	-	1,933	-	1,933
	-	-	2,453	1,08,670	1,11,123
Other Current Liabilities					
Santosh Kumar Poddar	-	-	1,420	-	1,420
Vijay Rajendra Kejriwal	-	-	71	-	71
Rajendrakumar Kejriwal	-	-	372	-	372
Ajay R Kejriwal Huf	-	-	-	12	12
	-	-	1,863	12	1,875

39 With regard to the Supreme Court judgement dated February 28, 2019 to consider all emoluments (universally, necessarily and ordinarily) as basic wages for the purpose of contribution to Provident fund (PF), the Group has been legally advised that the judgement will be applicable prospective from March 2019 and accordingly the Company has made additional provision of PF liability in the books of Accounts.

40 "The Company vide their letter dated August 20, 2018 had requested the Reserve Bank of India (RBI) for cancellation of Certificate of Registration (CoR) held in the name of the Company M/s. "" Choice International Limited "". However, the Company had received instructions from the RBI to reduce its Financial Assets below 50 % of the Company's Total Assets to proceed with the surrender of NBFC license held in the name of the Company before March 31, 2019 vide their Letter dated December 21, 2018. Adhering to the Instructions received from the RBI, the Company has reduced its Financial Assets below 50% of its Total Assets before March 31, 2019. The Company shall now submit the audited financial statements to the RBI, who may proceed with our request for cancellation of CoR in the name of the Company or further instruct the Company for any further action to continue with the cancellation."

41 The Board of Directors of CEBPL at its meeting held on December 08, 2018 had approved the purchase of equity broking business of 'Inditrade Capital Limited' ("inditrade") by way of slump sale on a going concern basis. Business Transfer Agreement was entered between CEBPL and inditrade on 18th May, 2018. After receiving the necessary regulatory approvals, the equity broking business of Inditrade was transferred to CEBPL from close of business hours on 28th December, 2018. Consequently, all assets and liabilities of equity broking business of "Inditrade" have been accounted at book value in the CEBPL's books of account and a goodwill of Rs 80,000,000 has been accounted as an intangible asset, which is being amortized over a period of 5 years.

42 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

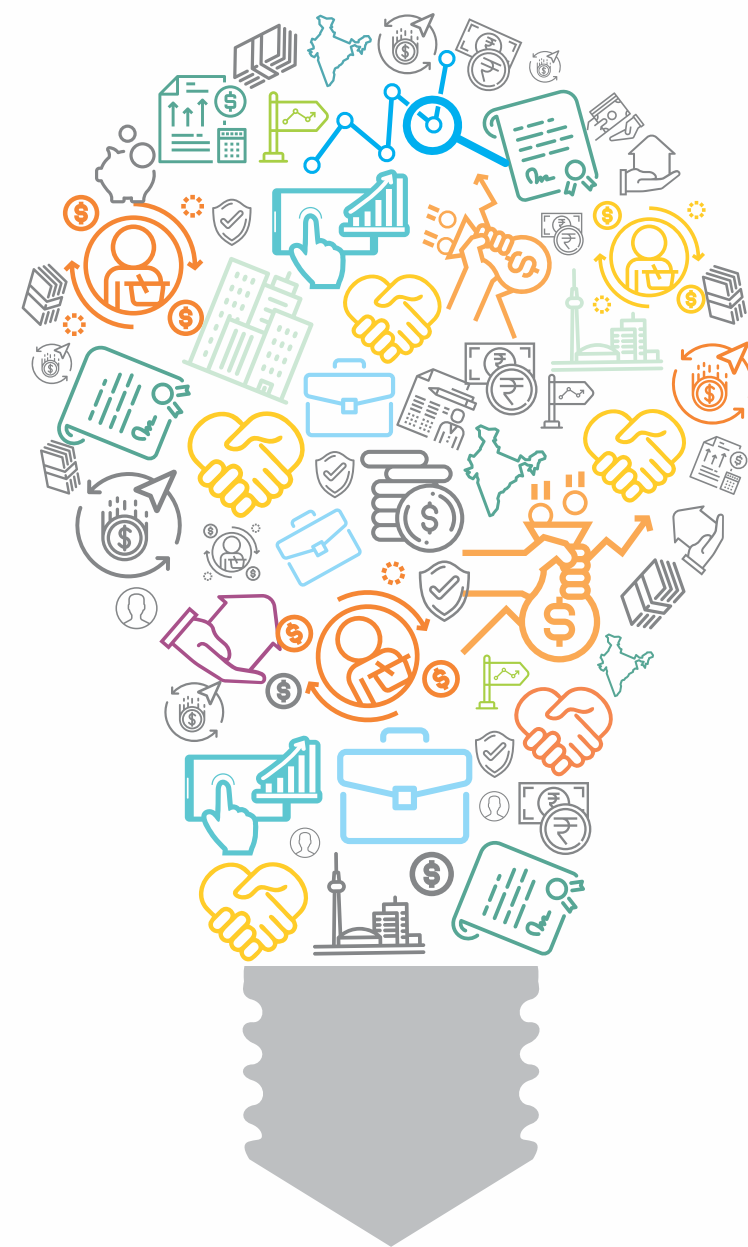
For and on behalf of Board of Directors

Sd/-
Kamal Poddar
Managing Director
(DIN-01518700)

Sd/-
Manoj Singhania
Chief Financial Officer
Mumbai : May 29, 2019

Sd/-
Ajay Kejriwal
Director
(DIN-03051841)

Sd/-
Karishma Shah
Company Secretary
Mumbai : May 29, 2019



AGM NOTICE

2018 - 2019

**CHOICE INTERNATIONAL LIMITED**

**CHOICE HOUSE, SHREE SHAKAMBHARI CORPORATE PARK, PLOT NO 156 - 158,
J. B. NAGAR, ANDHERI (EAST), MUMBAI - 400099
Tel No: +91 - 22-6707-9999; Fax: +91-22-6707-9959
Email Id: info@choiceindia.com;
CIN No: L67190MH1993PLC071117**

Notice is hereby given that 26th Annual General Meeting (AGM) of the members of Choice International Limited will be held on Friday, September 27, 2019 at 12.30 P.M. at Kohinoor Continental, Andheri - Kurla Rd, J B Nagar, Andheri East, Mumbai - 400 059 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Ajay Kejriwal (DIN No: 03051841), who retires by rotation and, being eligible, offers himself for re-appointment

SPECIAL BUSINESS

3. To re-appointment of Mr. Kamal Poddar (DIN No: 01518700) as Managing Director of the Company. In this regards to Consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the reappointment of Mr. Kamal Poddar (DIN No: 01518700) as Managing Director of the Company, whose office will not be liable to determination by retirement by rotation, for a period of five years with effect from October 1, 2019 to September 30, 2024 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting and on the remuneration of RS. 60,00,000/- p.a. including perquisites/ (hereinafter referred to as "remuneration") in all to be paid by the Company including its group Companies (restricted to the subsidiaries of the Company) with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said remuneration. The remuneration payable to Mr. Kamal Poddar shall be subject to review by the members at the "Shareholder's" meeting to be held in the year 2022.

RESOLVED FURTHER THAT the Managing Director shall be entitled to reimbursement of all expenses incurred for the purpose of the business of the Company and shall not be entitled to any sitting fees for attending meeting of the Board of Director's and Committee (s) thereof and the above mentioned remuneration will be the total consideration payable by the Company and its subsidiary companies.

RESOLVED FURTHER THAT the above mentioned remuneration will be considered as minimum remuneration payable to Mr. Kamal Poddar, even in the absence of or inadequacy of profits in any Financial Year, for the entire tenure or such period as may be approved by the Shareholders of the Company and / or Central Government, if required.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**Place: Mumbai
Date: August 30, 2019**

**By Order of the Board of Directors
Sd/-
(Karishma Shah)
Company Secretary**

Registered Office:

**Choice House, Shree Shakambhari Corporate Park,
Plot No., 156-158, J.B. Nagar,
Andheri (East),
Mumbai - 400 099
Email Id: info@choiceindia.com**

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself and proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than Forty Eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. Must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of the Notice. The Profile of the Directors seeking reappointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
5. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with identity Proof.
6. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules the Copy of the Annual Report comprising of Financial Statements, Board's Report etc. and the Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the Registrar and Share Transfer Agents of the Company, unless any member has requested for a physical copy of the Annual Report, you may send your request to info@choiceindia.com mentioning your Folio/ DP & Client ID.
7. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharex Dynamic(India) Private Limited or to their depository participants in case shares are held in depository form, so as to enable us to dispatch the future communications at the correct addresses.
8. All documents referred to in the notice are open for inspection at the registered office of companies during the working days and office working hours.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from September 21, 2019 to September 27, 2019 (both days inclusive).
10. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are hereby requested to register the same with Registrars/ Depositories 'and to enable us to send the communications/ information/ Annual Reports to the shareholders thus making the process much faster.** In order to receive copies of Notice of Annual General Meeting and other communication through e-mail, Members are requested to register their e-mail addresses with the Company by sending an e-mail to info@choiceindia.com.
11. Members may note that the Company' website is www.choiceindia.com.
12. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the General Meeting by electronic means and the business may be transacted through e-Voting services provided by Central



Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on September 24, 2018 and ends on September 26, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (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*	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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details OR Date	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">• If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).
(viii)	After entering these details appropriately, click on "SUBMIT" tab.
(ix)	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.
(x)	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
(xi)	Click on the EVSN for the relevant 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 details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out 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) Note for Non- Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 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.
- (xix) 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.

Other Instructions:

- (i) Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2019
- (iii) M/S R. M. Mimani & Associates LLP, Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period of 48 hours days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- (v) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.choiceindia.com and communicated to the stock exchanges.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form enclosed with the Notice so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/S R.M. Mimani & Associates LLP, Practising Company Secretary, at the Registered Office of the Company not later than September 25, 2019 (6.00 p.m.). Ballot Form received after this date will be treated as invalid.

Details of Directors seeking appointment/ re appointment at the Annual General Meeting scheduled to be held on September 27, 2019 (Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

Name of the Director	Kamal Poddar (Reappointment)	Ajay Kejriwal (Reappointment)
Date of Birth	January 25, 1979	February 11, 1979
Age		
Date of Appointment	November 01, 2019	September 27, 2019
Relationship with Directors & Key Managerial Personnel	Managing Director	Director
Expertise in specific Functional area	Finance & Business Development	Finance & Management Practices
Qualification	Chartered Accountant	Chartered Accountant
Board Membership of other Listed Companies	NIL	NIL
Chairman/ Member of the Committee of the Board of Director	NIL	NIL
a) Audit Committee	NIL	Yes
b) Nomination & Remuneration Committee	NIL	NIL
c) Stakeholder Relationship Committee	NIL	Yes
No. of Shares held in the Company	25,00,011	52,000

Note:

- Detailed profile of the above Director is given as part of the Annual Report. The Directorship, Committee Memberships and Chairmanships does not include positions in foreign companies, position as an advisory board member and position in companies under section 8 of the Companies Act, 2013. Information pertaining to remuneration paid to the Directors who are being appointed/ re-appointed and number of Board Meetings attended by them during the year 2018-19 are provided in Corporate Governance Report.
- The proposal for appointment/ re-appointment and revision in terms of remuneration of Directors has been approved by the Board pursuant to the recommendation of the Nomination & Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.

**EXPLANATORY STATEMENT**

[Pursuant to Section 102(2) of the Companies Act, 2013]

Item No. 3:

To re-appointment of Mr. Kamal Poddar (DIN No: 01518700) as Managing Director of the Company:

Mr. Kamal Poddar had been re-appointed as Managing Director of the Company on September 20, 2016 w.e.f November 01, 2016 for a period of 3 years. The term of office of Mr. Kamal Poddar as Managing Director of the Company is due to expire on October 31, 2019. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Kamal Poddar the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on August 30, 2019 has, subject to the approval of the Shareholders, reappointed Mr. Kamal Poddar for a further period of 5 years from October 01, 2019.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on August 30, 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration of Rs. 60 Lakh p.a. in all to be paid by the Company including its group Companies (restricted to the subsidiaries of the Company) to Mr. Kamal Poddar as detailed here under:

a.	Period	5 Years with effect from October 1, 2019
b.	Salary	Rs. 60,00,000/-
c.	Commission	-
d.	Medical Expenditure	-
e.	Leave Travel Assistance	-
f.	Personal Accident Insurance	-
g.	Company's contribution to provident Fund	-
h.	Company's Contribution to pension/ superannuation Fund	-
i.	Gratuity	-
j.	Encashment of leave	-
k.	Company's Car	-
l.	Telephone, cell phone, fax, computer system with internet facilities and other communication equipment at residence	-
m.	Leave	-

Except Mr Kamal Poddar, none of other the Directors or Key Managerial Personnel of the Company or their relatives, financially or otherwise, is in any way concerned or interested in the aforesaid Special Resolution

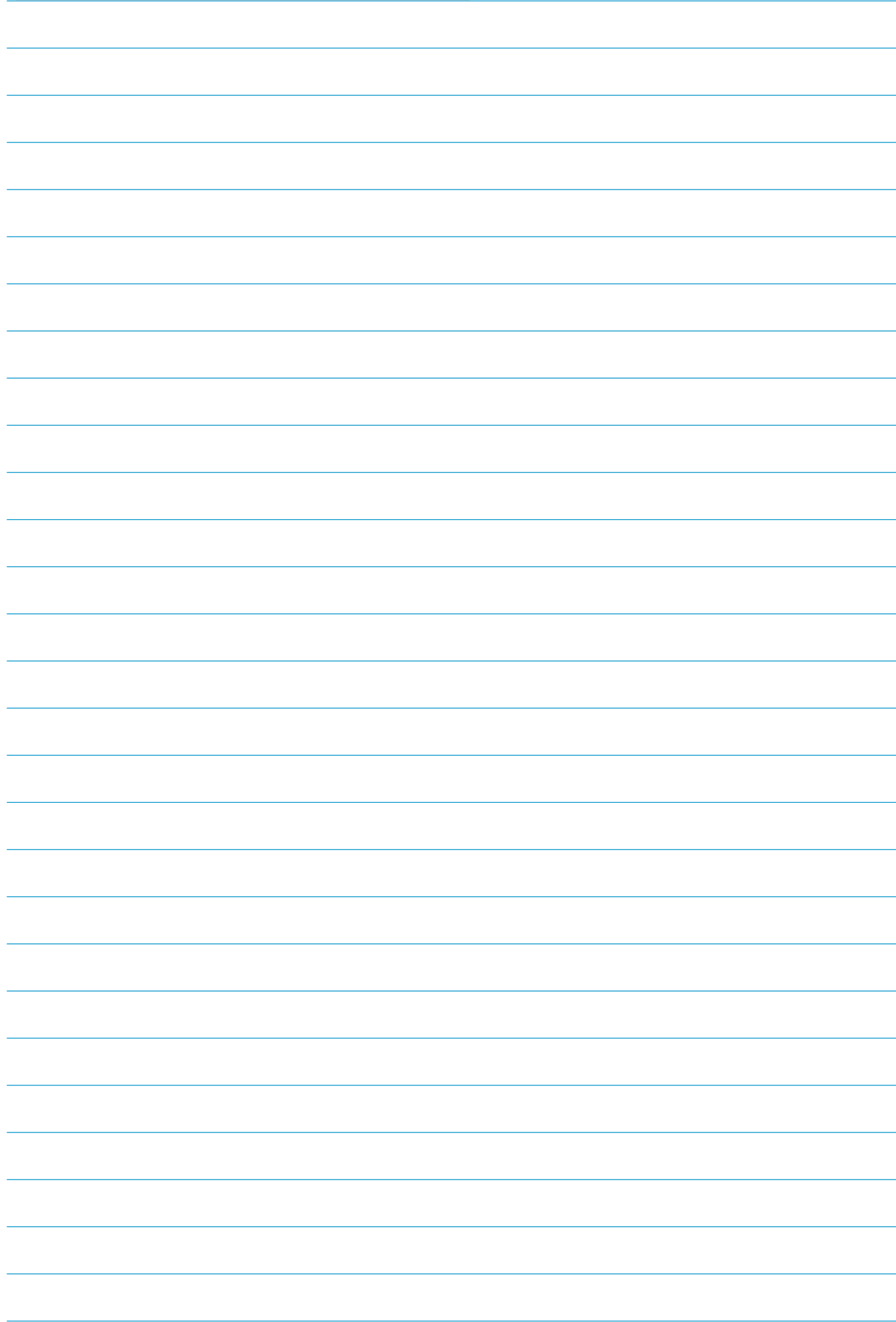
The Board recommends the Resolution as mentioned in the Notice for your approval.

Except for Mr. Kamal Poddar, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 3.

Place: Mumbai
Date: August 30, 2019

By Order of the Board of Directors
Sd/-
(Karishma Shah)
Company Secretary

Registered Office:
Choice House, Shree Shakambhari Corporate Park,
Plot No. 156-158, J.B. Nagar,
Andheri (East),
Mumbai - 400 099
Email Id: info@choiceindia.com

**PROXY FORM**

Companies Act, 2013

L 67100MH1002PLC071117

Name of the Company	Choice International Limited
Registered Office	Choice Hotel, Choice Street, Choice Building, Choice Park, Plot No. 156-159, I.P. No. 1, Sector 14/F, Mayapuri, New Delhi - 110 002

Registered Address _____

Address _____

References

Address _____
 E-mail ID _____ Signature _____

1. *Journal of the American Medical Association*, 1997; 278: 1039-1044.

Address _____
 E-mail ID _____ Signature _____

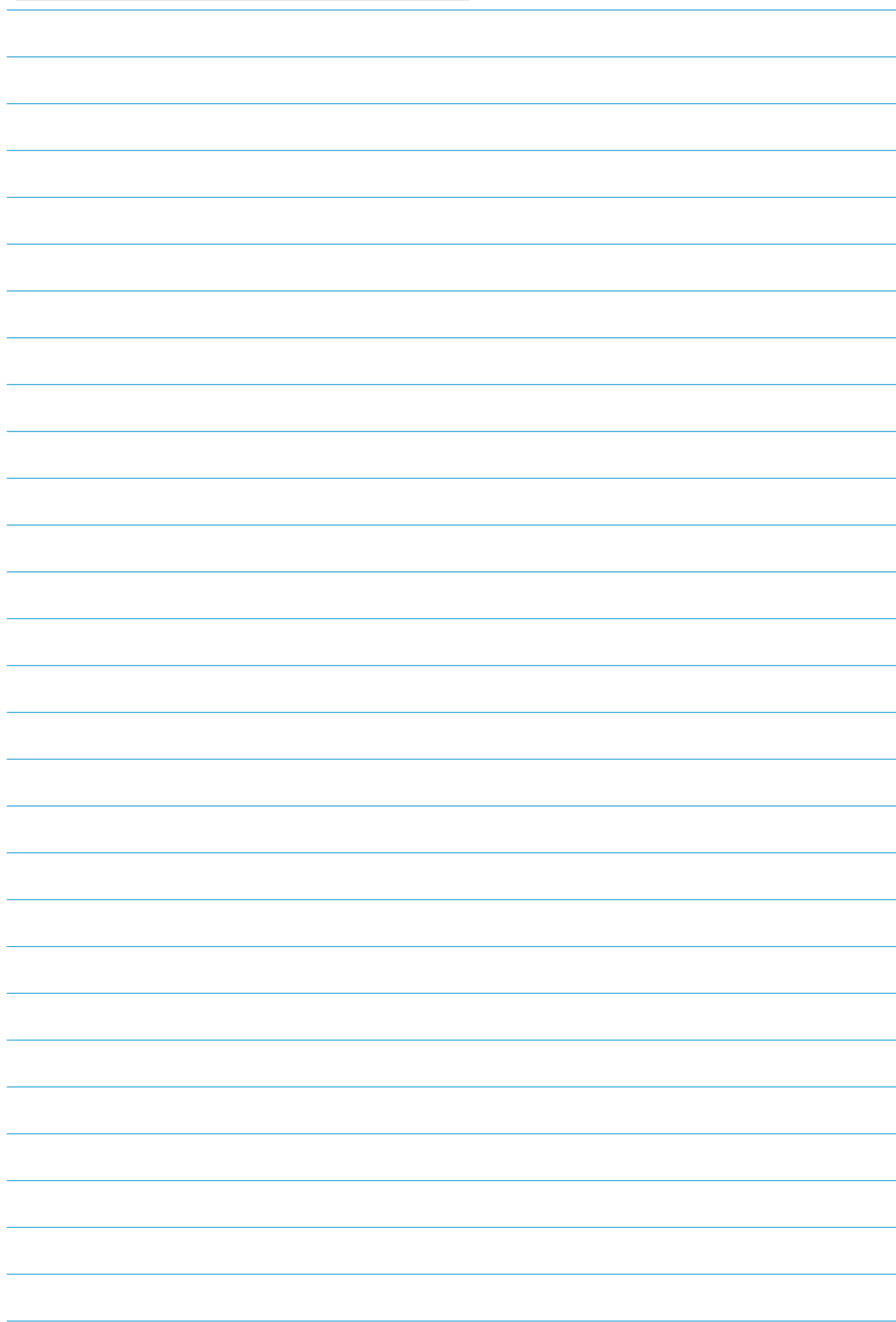
held on Friday, September 27, 2019 at 12:03 P.M. at, Hotel Kohinoor Continental, Andheri (East), Mumbai - 400059 and at any adjournment

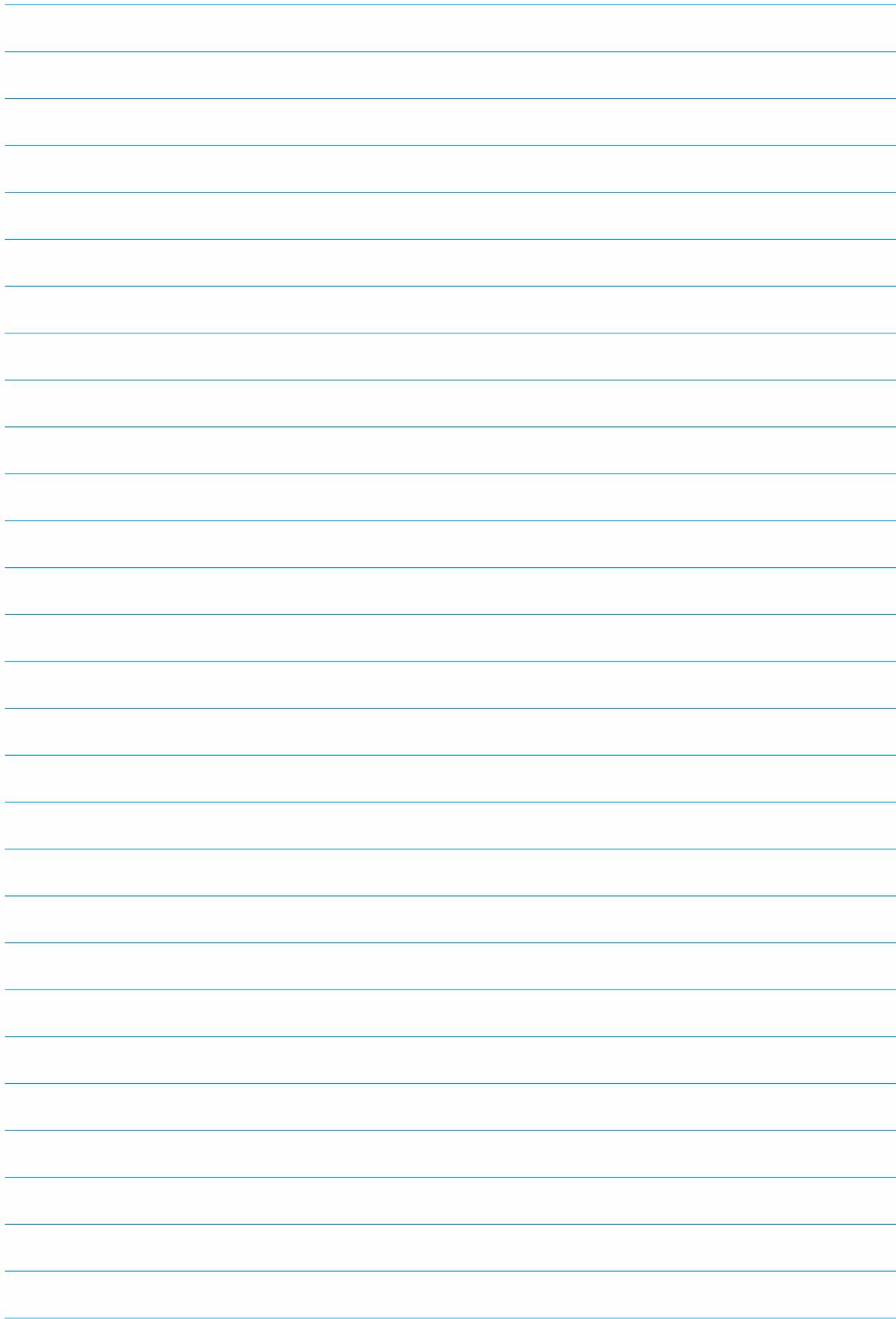
Sl. No.	Resolution	For	Against
ORDINARY BUSINESS			
1	To consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mrs. Ajay Kejriwal (DIN No: 03051841), who retires by rotation and, being eligible, offers himself for re-appointment		
3	To re-appointment of Mr. Kamal Poddar (DIN No: 01518700) as Managing Director of the Company.		

Signature of shareholder: _____ Signature of Proxy holder(s) _____

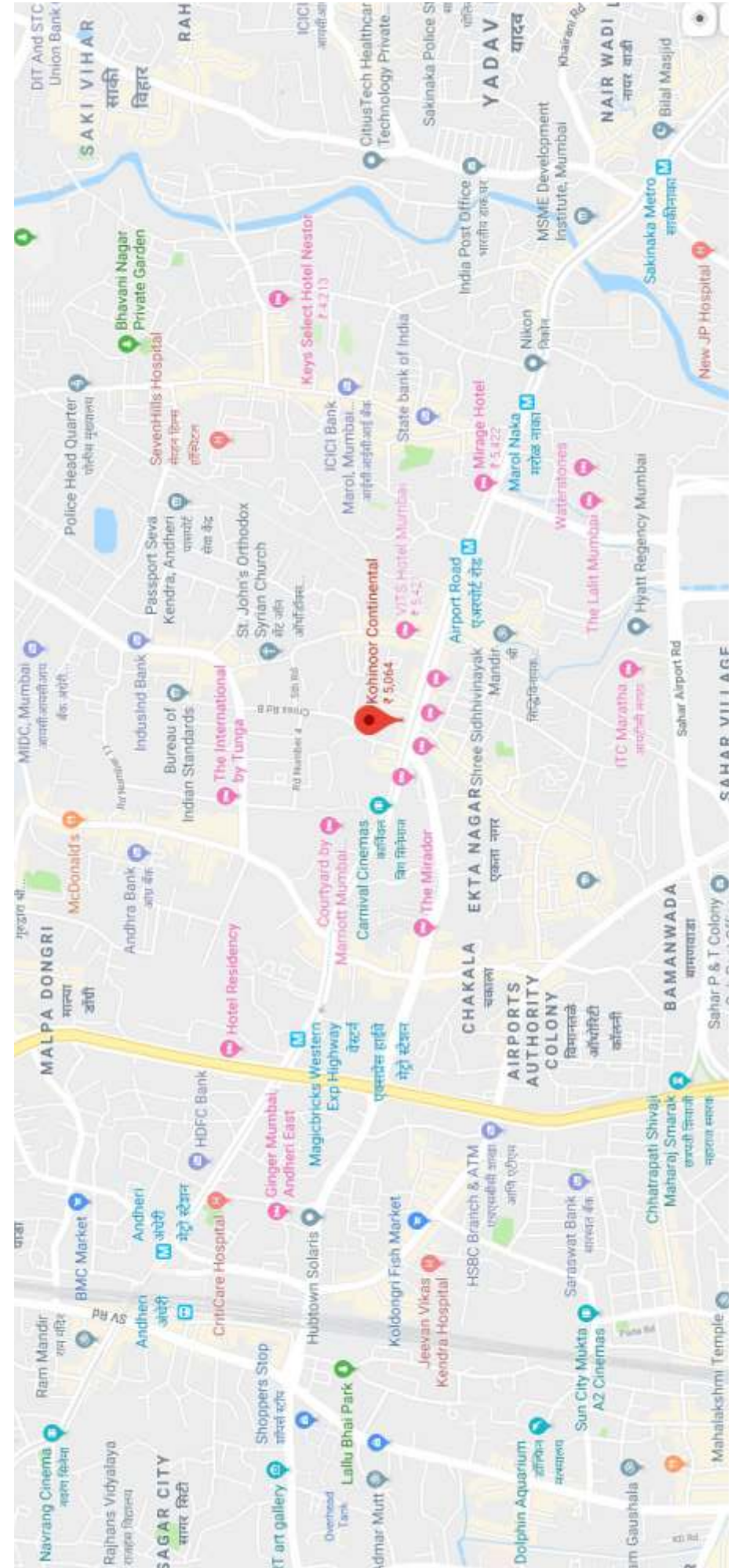
i. Thi

- ii. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/depository participant.
- iii. A Proxy need not be a Member.
- iv. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights.
- v. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.






**ROUT MAP OF 26TH AGM OF CHOICE
INTERNATIONAL LIMITED TO HELD ON
SEPTEMBER 27, 2019**






CHOICE HOUSE

Shree Shakambhari Corporate Park, Plot No. 156-158,
J. B. Nagar, Andheri (East), Mumbai - 400099.

 **Tel.:** +91 22 6707 9999

 **Fax :** +91 22 6707 9959

 **Website :** www.choiceindia.com