

**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, Practising 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.
- (l) 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	-
l.	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



Form No. MGT-11

PROXY FORM

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

CIN L67190MH1993PLC071117
 Name of the Company Choice International Limited
 Registered Office Choice House, Shree Shakambhari Corporate Park, Plot No. 156-158, J.B. Nagar, Andheri (E), Mumbai - 400 099

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

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

Name _____
 Address _____
 E-mail ID _____ Signature _____

OR FAILING HIM;

Name _____
 Address _____
 E-mail ID _____ Signature _____

OR FAILING HIM;

Name _____
 Address _____
 E-mail ID _____ Signature _____

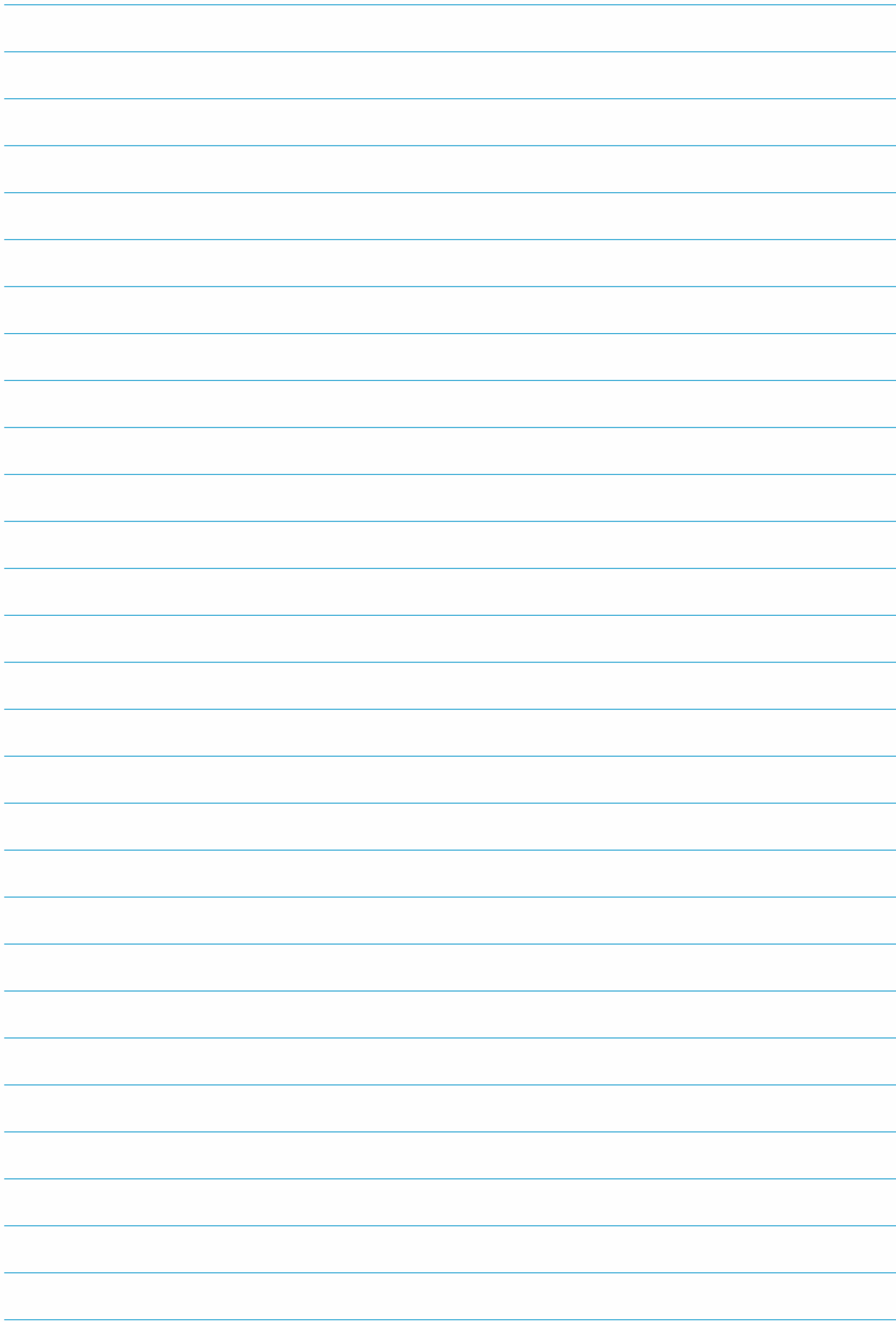
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Friday, September 27, 2019 at 12:03 P.M. at, Hotel Kohinoor Continental, Andheri (East), Mumbai - 400059 and at any adjournment thereof in respect of such resolutions as are indicated herein:

Item 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.		

Signed this _____ day of 2019
 Signature of shareholder: _____ Signature of Proxy holder(s) _____

Notes:

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



ROUTE MAP OF 26TH AGM OF CHOICE INTERNATIONAL LIMITED TO HELD ON SEPTEMBER 27, 2019

