

**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 27th Annual General Meeting (AGM) of the members of Choice International Limited will be held on Wednesday, September 30, 2020 at 11.00 A.M. through Video Conferencing / Other Audio Video Media, to transact the following business:

**ORDINARY BUSINESS:**

- 1 To consider and adopt:
  - A) Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
  - B) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Auditors thereon.
- 2 To appoint a Director in place of Mrs. Hemlata Poddar (DIN No: 02931322), who retires by rotation and, being eligible, offers herself for re-appointment

**Place: Mumbai**  
**Date: September 05, 2020**

**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

Notice of 27th  
**Annual General Meeting**

**NOTES**

General instructions for accessing and participating in the 27th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- 1 In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circular dated 8th April, 2020 and 13th April, 2020 (collectively referred to as ("MCA circular")) permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Obligations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2 Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- 3 Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the scrutinizer by email through its registered email address to info@choiceindia.com.
- 4 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.choiceindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
- 5 Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN) mandates, nominations, power of attorney, bank details such as name of bank and branch details, bank account number, MICR Code, IFSC Code etc, to their Depository Participants, with whom they are maintaining Demat Accounts.
- 6 Members holding shares in physical form are requested to register / update their postal address, email address telephone/mobile numbers, PAN, mandates, nominations, power of Attorney, bank details such as name of the bank and branch details, bank accounts number, MICR code, IFSC code, etc., with the Registrar and Transfer Agent i.e. Sharex Dynamics(India) Private Limited by sending an email to support@sharexindia.com
- 7 Non - Resident Indian members are requested to inform Sharex Dynamics(India) Private Limited immediately on :
  - a. The Change in the residential status on return to India for permanent settlement; and
  - b. The particulars of the bank account(s) number and address of the bank, if not furnished earlier.
- 8 Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9 Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this notice.

- 10 As mandated by SEBI, effective from April 1, 2019 that securities of listed Companies Shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
- 11 As per SEBI Circular dated 20th April, 2018 Shareholders whose PAN and Bank details are not mapped:-
  - Shareholders holding shares in physical mode are requested to compulsorily furnish the details to the Share Department/Registrar & Share Transfer Agent.
  - Shareholders holding shares in electronic mode are requested to furnish the details to their respective Depository Participant (DP).
- 12 In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 13 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 14 The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 15 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 16 The AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 17 The Equity Share Transfer Registers will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- 18 M/S R. M. Mimani & Associates LLP, Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the evoting system on the date of 27th AGM in a fair and transparent manner.
- 19 The Member who have cast their vote by remote e-voting prior to the AGM may also attend /participate in AGM through VC / OAVM but shall not be entitle to cast their vote again.
- 20 The Voting right of Members shall be proportion to their shares in the paid up equity share capital of the Company as on cut off date.
- 21 Any person, who acquires shares of the Company and becomes a

Member of the Company after sending of the Notice and holding shares as of the cut off date, should follow the same procedure for e-Voting as mentioned below.

- 22 The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.choiceindia.com, within 48 hours after the conclusion of the 27 th AGM of the Company and will also be submitted to the BSE Limited (BSE) where the shares of the Company are listed.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i The voting period begins on September 27, 2020 at 09.00 AM and ends on September 29, 2020 at 05.00 PM . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii The shareholders should log on to the e-voting website www.evotingindia.com.
- iv Click on "Shareholders" module.

**For Shareholders 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)  
Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  
If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix After entering these details appropriately, click on "SUBMIT" tab.
- x Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for the relevant <Choice International Limited> on which you choose to vote.
- xiii 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.

- v 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 Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.  
Next enter the Image Verification as displayed and Click on Login.
- vii If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

**If you are a first time user follow the steps given below:**

- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv 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.
- xvi Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix Shareholders can also cast their vote using CDSL's mobile app "– Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- 1 For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- 2 For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

#### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AREAS UNDER:

- 1 Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2 Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- 3 Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5 Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@choiceindia.com](mailto:info@choiceindia.com). These queries will be replied to by the company suitably by email.
- 6 Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM AREAS UNDER:-

- 1 The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2 Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 3 If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4 Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### xx 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

[www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@choiceindia.com](mailto:info@choiceindia.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43

#### Annexure to the Notice

Details of Directors seeking re appointment at the Annual General Meeting scheduled to be held on September 30, 2020 (Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

Name of the Director	Hemlata Poddar (Reappointment)
Date of Birth/Age	March 08, 1982
Date of Appointment	January 30, 2020
Relationship with Directors & Key Managerial Personnel	Non Executive Spouse of Managing Director
Expertise in specific Functional area	Management Practices
Qualification	Post Graduate in Political Science
Board Membership of other Listed Companies	NIL
Chairman/ Member of the Committee of the Board of Director	Yes
a) Audit Committee	NIL
b) Nomination & Remuneration Committee	Yes - Member
c) Stakeholder Relationship Committee	Yes - Chairperson
No. of Shares held in the Company	8,50,000

#### Note:

1. 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, unlisted companies and private companies, position as an advisory board member and position in companies under section 8 of the Companies Act, 2013.
2. The proposal for re-appointment 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.

Place: Mumbai

Date: September 05, 2020

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](mailto:info@choiceindia.com)