

## 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 9898,  
Website: [www.choiceindia.com](http://www.choiceindia.com),  
Email ID: [info@choiceindia.com](mailto:info@choiceindia.com) CIN: L67190MH1993PLC071117

## NOTICE

**Notice** is hereby given that an Extra Ordinary General Meeting of the Shareholders of Choice International Limited will be held at Anchorage hall, Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai – 400099 on Tuesday, March 15, 2016 at 5.00 P.M to transact with or without modifications as may be approved, the following Special Business:

1 **PREFERENTIAL ISSUE OF WARRANTS TO BE CONVERTED IN TO EQUITY SHARES:**

**To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder including any amendments, statutory modification(s) or re-enactment thereof for the time being in force, regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendments, statutory modification(s) or re-enactment thereof & SEBI ( Listing Obligation & Disclosure Requirements) 2015 including any amendments, statutory modification(s) or re-enactment thereof, and any such statutes, clarifications, the rules, regulations, circulars, notifications, as may be applicable, as amended from time to time, issued by Government of India (“Gol”), the Reserve Bank of India (“RBI”), the Stock Exchanges, the Securities and Exchange Board of India (“SEBI”) including the SEBI Regulations and other applicable laws, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and any other appropriate authority, as may be applicable and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the Gol, RBI, SEBI, any other relevant statutory/ governmental authorities (hereinafter singly or collectively referred to as the 'Appropriate Authorities') as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the “Board”) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution which the Board be and is hereby authorised to accept) if it thinks fit in the interest of the Company, the consent of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 100,00,000/- ( One Crore ) Warrants at a price of Rs.40/- ( Forty only) entitling the warrant holder(s) to apply for equivalent numbers of Equity Shares at a Price of Rs. 40 including Premium of the Company within Eighteen Months in one or more tranches (“Equity Warrants”), to the Promoter & Promoter Group on Preferential Basis, as per the guidelines given in Chapter VII of The Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulations, 2009.

**RESOLVED FURTHER THAT** on conversion of the Equity Warrants, each Warrant holder will be entitled to receive one Equity Share against one Equity Warrant held.

**RESOLVED FURTHER THAT** price determined for Preferential Issue shall be subject to appropriate adjustments as per the provisions of Regulation 76B of Chapter VII of the SEBI Regulations.

**RESOLVED FURTHER THAT** the resultant Equity Shares to be issued and allotted upon conversion of Warrants in accordance with the term of the offer(s) shall rank pari-passu with the existing Equity Shares of the Company in all respects, including payment of dividend and be listed on the Stock Exchanges, where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- i) The Equity Shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- ii) Equity Warrant subscription price equivalent to Minimum 25% of the issue price of the Warrants will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the SEBI Regulations, appropriated against the issue price of the Equity Shares. Balance amount payable on Equity Warrant before the conversion of the Warrants in to Equity Shares.
- iii) The issue of the Equity Warrants as well as Equity Shares arising from the conversion of the Equity Warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Equity Warrant holder(s) does/do not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to provisions of the SEBI Regulations and subject to receipt of such other approvals as may be necessary.
- vi) The Equity Shares allotted pursuant to conversion of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI Regulations relating to preferential issues.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants issued & conversion thereof, in to Equity Shares of the said warrants and listing thereof with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said warrants issued & conversion thereof in to Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authorities of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

## 2. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the company be and is hereby increased from Rs 10,10,00,000/- (Rupees Ten Crore Ten Lacs only) divided into 1,01,00,000 (One Crore One Lakh) equity shares of 10/- each (Rupee Ten only) to Rs. 20,10,00,000/- (Rupees Twenty crore ten lakh only) divided into 2,01,00,000 (Two Crore one lakh) equity shares of Rs 10/- each (Rupee ten only) and consequently the existing Clause V of the Memorandum of Association of the company be and is hereby altered by substituting in its place and instead thereof, the following as new Clause V:

"The Authorised Share Capital of the Company is Rs. 20,10,00,000/- ( Rupees Twenty Crore Ten Lakh only) divided in to 2,01,00,000( Two Crore one lakh) Equity Shares of Rs. 10/- each ( Rupees ten only) . The Company shall have the power to increase or reduce its capital from time to time for such amount as the Company may determine.

**"RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized to take all such necessary steps / actions as may be deemed expedient to give effect to this resolution including signing of all such necessary documents as may be required in this regard.

**By Order of the Board of Directors**

**Sd/-  
Mahavir Toshniwal  
(Company Secretary)**

**Place : Mumbai  
Date : February 13, 2016**

## NOTICE

### 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 The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
- 4 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.
- 5 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.
- 6 Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Sharex Dynamic (India) Pvt. Ltd. for their doing the needful.
7. **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/ informations/ Annual Reports to the shareholders thus making the process much faster.** In order to receive copies of Notice of Extra Ordinary 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](mailto:info@choiceindia.com).
- 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 Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with identity Proof.
- 10 The Notice of the EGM is being sent through Electronic mode whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.

11. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
12. Members may note that the Company's website is [www.choiceindia.com](http://www.choiceindia.com)
13. **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 Extra Ordinary 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 March 11, 2016 and ends on March 14, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 08, 2016, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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 Eight Digits of the sequence number in the PAN field.</li> <li>• In case the sequence Number is less than eight digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Example if your name is Ramesh Kumar with sequence number 1 than enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company please enter the Member Id/ Folio Number in the Dividend Bank Details filed as mentioned in instruction (iv)</li> </ul>

- (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](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 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.
- (xix) (ii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 March 08, 2016.
- (iii) Mr. Manoj Mimani the Partner of M/S R.M.Mimani & Associates LLP, 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 not exceeding three (3) working 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 EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.choiceindia.com](http://www.choiceindia.com) and communicated to the stock exchanges.
  - (a) 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, Mr. Manoj Mimani Partner of M/S R.M. Mimani & Associates LLP Practising Company Secretary , at the Registered Office of the Company not later than March 14, 2016 (6.00 p.m.). Ballot Form received after this date will be treated as invalid.
  - (b) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying Notice dated February 13, 2016.

#### Item No. 1

##### **Preferential Issue of Warrants to be converted in to Equity Shares :**

As a part of future growth strategy and to augment the long term resources and working capital requirements of the Company it is proposed to issue, on a preferential basis to the promoters & Promoter Group , in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI Regulations"), Equity Warrants up to 1,00,00,000 (One Crore ). Equity warrants entitling the warrant holder(s) to apply for an equivalent number of fully paid Equity Shares of the Company.

The minimum price as per the pricing formula prescribed under ICDR Regulations for the Preferential Issue of Warrants to be converted in to Equity Shares , Higher of the following : (a) Rs. 33.61/- ( Rupees Thirty three & sixty one paise only ) as per Weekly high and low of the weighted average price of the Equity shares on Bombay Stock Exchange during twenty six weeks preceding the relevant date. and (b) the average of the weekly high and low of the weighted average price of the Equity shares on Bombay Stock Exchange during the two weeks preceding the Relevant date i.e Rs. 37.21/- ( Rupees Thirty Seven and twenty one paise only) . However your Board proposes to issue the Equity Warrants to be converted in to Equity Shares at a Price of Rs. 40/- ( Rupees Forty Only )

The **Relevant Date** for the pricing of the Equity Shares to be issued on conversion of warrants pursuant to the aforesaid preferential allotment is February 13, 2016, since 14 February, 2016 being 30 days prior to the date of this extra ordinary general meeting falls on Sunday and as per Regulation 71 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, where the relevant date falls on a Sunday, the day preceding the Holiday is reckoned to be the relevant date.

The entire pre-preferential shareholding of the proposed allottee shall be under lock-in from for a period of six months from the date of trading approval of the Equity Shares issued on conversion of Equity Warrants, pursuant to provisions of SEBI Regulations or for such other period as may be prescribed under applicable provisions of the SEBI Regulations and/or other applicable laws, from time to time.

The Equity Shares issued upon conversion of warrants shall be subject to “lock-in” as per the ICDR Regulations.

The specific disclosures, which are required to be given in terms of Regulation 73 of the SEBI Regulations are as under:-

**a) Objects of the preferential issue:**

As a part of future growth strategy and to augment the long term resources and working capital requirements of the Company , it is proposed to issue upto 1,00,00,000 (One Crore) Equity warrants to be converted in to Equivalent number of Equity Shares to the promoters & Promoter Group of the Company on a preferential basis.

**b) Proposal of Promoters / Directors / Key Management Personnel to subscribe to the offer:**

Letter of Intent to subscribe to the Preferential warrants have been received from the proposed allottee.

**c) Shareholding Pattern before and after the preferential issue:**

The shareholding pattern as on 13 February 2016 & assuming full conversion of Warrants in to Equity Shares to be issued to the promoters & the promoter group is given below:

		Shareholding as on February 13, 2016		Shareholding assuming Full conversion of Warrants in to Equity Shares	
		No.of Shares	%	No.of Shares	%
A	Promoter Group				
1	Indian Promoters				
	Individual	4486527	44.84	14300000	71.48
	Bodies Corporate	200000	2.00	386527	1.93
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	<b>4686527</b>	<b>46.84</b>	<b>14686527</b>	<b>73.41</b>
B	Non Promoter's Shareholding				
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors				
	Bodies Corporate	2791352	27.91	2791352	13.96
	Resident Individuals	2082989	20.83	2082989	10.42
	Others	6000	0.05	6000	0.02
	Clearing Members	289075	2.89	289075	1.44
	NRI	148857	1.48	148857	0.75
	Sub Total (B)	<b>5312273</b>	<b>53.16</b>	<b>5312273</b>	<b>26.59</b>
	Grand Total (A +B)	<b>10004800</b>	<b>100</b>	<b>20004800</b>	<b>100</b>



The aforesaid Shareholding Pattern is based on the following assumptions:

- a) The above table has been prepared on the basis of shareholding pattern as on 13 February 2016.
- b) The promoter would exercise option attached to all the warrants covered under the resolution referred to in Item no.1 of the notice.

**d) Proposed time within which allotment shall be completed:**

As required under the ICDR Regulations, the preferential issue of Equity Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**e) Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted, the percentage of post preferential issue capital that may be held by them.**

Sr.No	Name of the Proposed Allottee		Shareholding as on Feb. 13, 2016		Shareholding assuming full conversion of warrants in to Equity Shares	
	Promoter Group	PAN No.	No.of Shares held	% of Shares held	No.of Shares held	% of Shares held
1	Vinita Sunil Patodia	ADTPP7048M	1278927	12.77	1575000	7.87
2	Sunil Kumar Patodia	AAXPP0203B	300000	3.00	1100000	5.50
3	Sunil Chotmal Patodia (HUF)	AAHS9276C	270000	2.70	300000	1.50
4	Anil Chotmal Patodia	AFMPP7771G	250000	2.50	1100000	5.50
5	Anil Chotmal Patodia (HUF)	AAAHA4542B	225000	2.25	300000	1.50
6	Archana Anil Patodia	AGZPP2397L	250000	2.50	1575000	7.88
7	Shreya Patodia	CNXPP1439A	100000	1.00	300000	1.50
8	Suyash Patodia	BSHPP9169F	100000	1	300000	1.50
9	Aastha Patodia	CYRPP9441H	Nil	-	300000	1.50
10	Aayush Patodia	CNXPP1381D	Nil	-	300000	1.50
11	Kamal Poddar	AJMPP5353K	887600	8.87	2500000	12.50
12	Hemlata Kamal Poddar	AMJPP9451H	200000	2.00	850000	4.24
13	Arun Kumar Poddar	ANHPP9477G	200000	2.00	2100000	10.50
14	Arun Kumar Poddar (HUF)	AAMHA1752K	100000	1.00	225000	1.12
15	Sonu Poddar	AGIPC0029R	100000	1.00	1250000	6.24
16	Upton Infrastructure Pvt Ltd.	AAACU9556A	200000	2.00	386527	1.94
17	Kamal Poddar HUF	AAHHK1927M	225000	2.25	225000	1.12
<b>Total</b>			<b>4461527</b>	<b>46.84</b>	<b>14461527</b>	<b>73.41</b>

**f) Change in control, if any,**

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

**g) Undertaking for re-computation of Price**

The Company undertakes that it shall re-compute the price of the warrants issued upon exercise of option attached thereto in terms of the provisions of the SEBI Regulations, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the warrants issued upon such exercise of option shall continue to be locked-in till the time such amount is paid by the allottee.

**h) Sale / Transfer of Equity Shares**

The proposed allottee has confirmed to the Company that they have not sold / transferred any Equity Shares of the Company during the period of six months prior to the Relevant Date.

**i) Certificate from Statutory Auditors:**

The Auditors' certificate certifying that the proposed issue of the warrants would be in accordance with SEBI Regulations will be placed before the Extra Ordinary General Meeting.

**j) Lock In Period**

The Equity Shares to be allotted on a preferential basis to above mentioned proposed allottee being part of Promoter & Promoter Group, on conversion of warrants, shall be subject to 'Lock-in' as per ICDR Regulations. Such Locked In Equity Shares may however be transferred amongst the Promoter group subject to the provisions of ICDR Regulations.

**k) Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel:**

Except the Promoter Directors/ Promoters and their Relatives subscribing to the issue, none of the other Directors and other Key Managerial persons(s) of the company and their relative do not have any pecuniary interest on the said resolution.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and in terms of the provisions of the SEBI ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

Your directors recommend the above **Special Resolution** for your approval.

## Item No 2

The present authorized share capital of the company is Rs 10,10,00,000/- ( Rupees Ten Crore Ten Lakh only) divided into 1,01,00,000 ( One Crore one lakh )Equity shares of 10/- each (Rupee Ten only). The company is proposing to issue Preferential Warrants to be converted in to Equivalent No. of Equity Shares to promoters on preferential basis. Considering the same, the Board has approved, subject to the shareholders' approval, an increase in the authorized share capital to Rs. 20,10,00,000/- ( Rupees Twenty Crore Ten Lakh Only ) divided into 2,01,00,000 (Two Crore One Lakh) equity shares of 10/- (Rupee Ten only) Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in authorized share capital and consequent amendments in the capital clause of the Memorandum of Association of the company requires approval of the members. Approval of the members is, therefore, sought in terms of the said sections.

Your directors recommend the above **Ordinary resolution** for your approval.

Except the Promoter Directors/ Promoters and their Relatives subscribing to the issue, none of the other Directors and other Key Managerial persons(s) of the company and their relative do not have any pecuniary interest on the said resolution.

**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 (east), 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 Extra Ordinary General Meeting of the company, to be held on Tuesday, March 15, 2016 at 12.30 P.M at Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai - 400099 and at any adjournment thereof in respect of such resolutions as are indicated herein:

Item no.	Resolution	For	Against
<b>SPECIAL BUSINESS</b>			
1	Preferential Issue of Warrants to be converted in to Equity Shares		
2	Increase in Authorised Share Capital of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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.

**Form No. MGT-12 BALLOTPAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) 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, 156 158, J.B. Nagar, Andheri (E) Mumbai Maharashtra

S. No.	Particulars	Details
01	Name of the First Named Shareholder (In block letters)	
02	Postal address	
03	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
04	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner

S. No.	Item No.	No of shares held by me	I assent to the resolution	I dissent from the resolution
01	Preferential Issue of Warrants to be converted in to Equity Shares - Special Resolution			
02	Increase in the Authorised Share Capital of the Company - Ordinary Resolution			

Place:

Date:

.....(Signature of shareholder)

ROUTE MAP OF EGM OF  
CHOICE INTERNATIONAL LIMITED TO BE HELD ON MARCH 15 ,2016

