

REF: CIL/CC/03/2026-27

April 10, 2026

To,

<p>The Department of Corporate Services, Listing Department <b>BSE Limited</b> P.J. Towers, Dalal Street, Mumbai – 400 001</p> <p><b>Scrip Code: 531358</b> <b>ISIN: INE102B01014</b></p>	<p>The Department of Corporate Services,, Listing &amp; Compliance Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051</p> <p><b>Scrip Code: CHOICEIN</b></p>
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**Sub: Postal Ballot Notice - Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed a copy of the Postal Ballot Notice approved by the Board at its meeting held on March 27, 2026 seeking approval of the Members of the Company, by way of remote electronic voting ("**E-voting**") for:

1. Appointment of Mrs. Barnali Mukherjee, (DIN: 11063352) as Non-Executive Independent Director of the Company (Special Resolution).
2. Approval for Granting Loans, Providing Guarantees or Securities and Making Investments in Excess of the Limits Specified Under Section 186 of the Companies Act, 2013 (Special Resolution).

**Following are the Dates of Events relevant to Postal Ballot:**

Sr. No.	Particulars	Date of Event
1.	Cut-off date for determining shareholders to whom postal ballot notice will be sent.	Friday, April 03, 2026
2.	Date of completion of dispatch of notice of postal ballot through e-mails.	Friday, April 10, 2026
3.	E- Voting Starting Date.	Saturday , April 11, 2026
4.	E-Voting ending date.	Sunday, May 10, 2026
5.	Date of declaration of voting results of passing Special resolutions through e-voting postal ballot.	On or before Wednesday, May 12, 2026

The Company has engaged Central Depository Services (India) Limited ("**CDSL**") for providing E-voting facility to all its Members and has appointed Mr. Manoj Mimani, Company Secretary - partner of M/s. R.M. Mimani & Associates (CP No. 11601) as the Scrutinizer for conducting Postal Ballot and E-voting process.

The Postal Ballot Notice is also available on the website of the Company at [www.choiceindia.com](http://www.choiceindia.com).

This is for your information and records.

Thanking you,

Yours faithfully,

For **Choice International Limited**

**Karishma Shah**  
**(Company Secretary & Compliance Officer)**

# Choice

The Joy of Earning

## CHOICE INTERNATIONAL LIMITED

(CIN: L67190MH1993PLC071117)

Registered Office: Sunil Patodia Tower, Plot No: 156-158,

J.B. Nagar, Andheri (East) - Mumbai - 400099

Telephone No: 022-6707 9999;

Website: [www.choiceindia.com](http://www.choiceindia.com); E-mail Id: [info@choiceindia.com](mailto:info@choiceindia.com)/[secretarial@choiceindia.com](mailto:secretarial@choiceindia.com)

### NOTICE OF POSTAL BALLOT

#### VOTING STARTS ON

Saturday, 11th April, 2026 at 09:00 A.M. (IST)

#### VOTING ENDS ON

Sunday, 10th May, 2026 at 05:00 P.M. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**hereinafter referred as "SEBI Listing Regulations"**), and in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**hereinafter collectively referred as "MCA Circulars"**), and subsequent circulars issued in this regard, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below through postal ballot ("Postal Ballot") by way of remote e-voting only.

In terms of the MCA Circulars referred to above as also in compliance with the relevant SEBI Listing Regulations and the applicable provisions in the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for E-voting are appended to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. An explanatory statement pursuant to Section 102 of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

#### SPECIAL BUSINESS

##### 1. Appointment of Mrs. Barnali Mukherjee (DIN: 11063352) as Non – Executive Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), Regulation 17(IC) and other

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mrs. Barnali Mukherjee (DIN: 11063352), who was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at its Meeting held on March 27, 2026 as an Additional Director in the category of Non-Executive Independent Director and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) Years with effect from March 27, 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mrs. Barnali Mukherjee shall be entitled to receive sitting fees as permitted to be received in the capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Directors to give effect to the aforesaid resolution."

## **2. APPROVAL FOR GRANTING LOANS, PROVIDING GUARANTEES OR SECURITIES AND MAKING INVESTMENTS IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

**To Consider and, if deemed fit, to pass the Following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, and in supersession of the earlier resolutions passed by the Members in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to: (a) give any loans to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, in one or more tranches, as the Board may, in its absolute discretion, deem beneficial and in the interest of the Company provided that the aggregate of the loans and investments made and to be made, and the amount for which guarantees or securities have been provided and to be provided by the Company at any point of time shall not exceed the enhanced overall limit of ₹ 3,000 Crore (Rupees Three Thousand Crore only) over and above the limits prescribed under Section 186(2) of the Companies Act, 2013 i.e. limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall include the Finance Committee or any other Committee authorized by the Board to exercise its powers under this Resolution) be and is hereby authorised to determine the terms and conditions of the aforesaid loans, guarantees, securities and investments, including the timing and quantum thereof, and to vary, modify or alter the same, as it may deem fit in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be necessary, expedient or desirable, including filing of necessary forms with the Registrar of Companies and other regulatory authorities, and to delegate such powers to any Director(s), Committee(s) and/or officer(s) of the Company, to give effect to this resolution."

**Place: Mumbai**  
**Date: 27th March, 2026**

**By Order of the Board of Directors**

**Sd/-**  
**Karishma Shah**  
**(Company Secretary & Compliance Officer)**

**Registered Office:**  
**Sunil Patodia Tower,**  
**Plot No. 156-158, J.B. Nagar,**  
**Andheri (East),**  
**Mumbai – 400 099**  
**Email Id: [info@choiceindia.com](mailto:info@choiceindia.com)/[secretarial@choiceindia.com](mailto:secretarial@choiceindia.com)**

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 stating material facts and reasons for the proposed resolutions is annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all members who have registered their e-mail addresses with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e voting in a secure manner.
  - a) Members may please note that this Postal Ballot Notice will also be available on the Company's website, [www.choiceindia.com](http://www.choiceindia.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited @ [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. @ [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL @ [www.cdslindia.com](http://www.cdslindia.com).
  - b) The voting period begins at Saturday, 11th April, 2026 at 09:00 A.M. IST and ends at Sunday, 10th May, 2026 at 05:00 P.M. (IST). The e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.
  - c) The Scrutinizer (Mr. Manoj Mimani, Company Secretary – partner, RM Mimani & Associates LLP,) shall immediately after the conclusion of the e-voting period unblock the votes in presence of at least two witnesses not in the employment of the organization and will submit his report to the Executive Director/ Company Secretary of the Company after completion of the scrutiny and the results of the voting by Postal Ballot. The Resolution, if passed by requisite majority shall be deemed to have been passed on Sunday, 10th May, 2026. being the last date specified by the Company for receipt of duly completed Postal ballot e-voting.
  - d) The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., [www.choiceindia.com](http://www.choiceindia.com) within 2 working days of conclusion of postal ballot process.
  - e) In case of any queries regarding postal ballot, the members may write to [info@choiceindia.com](mailto:info@choiceindia.com)/[secretarial@choiceindia.com](mailto:secretarial@choiceindia.com) to receive an email response.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 11<sup>th</sup> April, 2026 at 09:00 A.M. (IST) and ends on Sunday, 10<sup>th</sup> May, 2026 at 05:00 P.M. (IST). 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 Friday, 3<sup>rd</sup> April, 2026 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (<b>DP</b>)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <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 field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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)/[secretarial@choiceindia.com](mailto:secretarial@choiceindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 [info@choiceindia.com](mailto:info@choiceindia.com)/[secretarial@choiceindia.com](mailto:secretarial@choiceindia.com)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 21 09911

## Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

### Item No. 1

Pursuant to the provisions of the Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules framed there under and as recommended by the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mrs. Barnali Mukherjee (DIN: 11063352) as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from March 27, 2026 for a period of Five (5) Years with effect from March 27, 2026, not liable to retire by rotation subject to approval of the Members of the Company pursuant to Regulation 17(IC) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in receipt of Notice from a Member proposing her candidature for appointment as Director of the Company along with her consent to act as a Director and the declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act. She has also given a declaration to the Company that she is not restrained from acting as a Director by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mrs. Barnali Mukherjee is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act for appointment as an Independent Director and is independent of the management. Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Draft letter of appointment of Mrs. Barnali Mukherjee as an Independent Director setting out terms and conditions and other documents referred in the notice would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours.

Consent of the Members is being sought by way of a Special Resolution, as set out at Item No. 1 of this Notice to approve the appointment of Mrs. Barnali Mukherjee as Independent Director of the Company with effect from March 27, 2026 for a period of 5 (five) consecutive years, not liable to retire by rotation.

Accordingly, the Board hereby recommends the Special Resolution as set out at Item No. 1 of this Notice to the Members of the Company for their approval.

Except, Mrs. Barnali Mukherjee, being appointed as Director, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

## ANNEXURE A TO NOTICE

Details of Director seeking appointment through Postal Ballot pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015 and Secretarial Standard - 2.

<b>Name of the Director</b>	<b>Mrs. Barnali Mukherjee</b>
Date of Birth & Age	09/12/1964 62 years
Date of first Appointment to Board	March 27, 2026
Brief Resume	Annexure B
Relationship with Directors & Key Managerial Personnel	Nil
Expertise in specific Functional area	Securities market regulation, corporate law and compliance, policy and regulatory matters, enforcement and adjudication, corporate finance, and oversight of market intermediaries.
Qualification	Company Secretary
Directorship held in other listed Companies	-
Listed entities from which the person has resigned in the past three years	-
Membership and Chairmanship in the Committees of the Board of the Company	-
a) Audit Committee	NIL
b) Nomination & Remuneration Committee	NIL
c) Stakeholder Relationship Committee	NIL
d) Risk Management Committee	NIL
No. of Shares held in the Company	-
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-

## ANNEXURE B TO NOTICE

Brief profile of Director seeking appointment:

**Mrs. Barnali Mukherjee (DIN: 11063352)** is a qualified Company Secretary and holds a degree in Commerce. She worked with Securities and Exchange Board of India from 1994 to 2024 and retired as a Chief General Manager. During her time at SEBI, she handled important areas like policy making, regulation of financial markets, and ensuring compliance by companies and intermediaries. She has experience in dealing with investor issues, regulatory violations, investigations, and enforcement actions, including matters related to insider trading and other market misconducts. She has also worked closely with government authorities and other regulators.

Mrs. Mukherjee is currently serving as a Public Interest Director at India International Clearing Corporation (IFSC) Limited.

### Item No. 2

The Members of the Company, at their Annual General Meeting held on 17<sup>th</sup> September, 2025, had approved an overall limit of ₹1,000 Crore, over and above the limits specified under Section 186 of the Companies Act, 2013("the Act") for making loans, giving guarantees, providing securities and making investments by the Board of Directors.

Considering the Company's growing business requirements and future plans, it is proposed to enhance the aforesaid limit to enable the Company to undertake such transactions as may be required from time to time. Accordingly, approval of the Board is sought to increase the existing limits to the enhanced overall limit of ₹ 3,000 Crore (Rupees Three Thousand Crore only) over and above the limits prescribed under Section 186(2) of the Companies Act, 2013.

Pursuant to the provisions of Section 186 of the Act, approval of the Members is hereby sought by way of a Special Resolution for the above proposal.

Considering that the proposed enhancement of the limits is in the interest of the Company as it provides operational flexibility to the Company to undertake permissible financial support and investment activities in a timely manner, the Board hereby recommends the Special Resolution as set out at Item No. 2 of this Notice to the Members of the Company for their approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

**Place: Mumbai**  
**Date: 27th March, 2026**

**By Order of the Board of Directors**

**Sd/-**  
**Karishma Shah**  
**(Company Secretary & Compliance Officer)**

**Registered Office:**  
**Sunil Patodia Tower,**  
**Plot No. 156-158, J.B. Nagar,**  
**Andheri (East),**  
**Mumbai – 400 099**  
**Email Id: [info@choiceindia.com/secretarial@choiceindia.com](mailto:info@choiceindia.com/secretarial@choiceindia.com)**

### **CHOICE INTERNATIONAL LIMITED**

Sunil Patodia Tower, Plot No 156- 158,  
J.B. Nagar, Andheri (East), Mumbai - 400099

**Tel No: + 91-22-6707 9999**

**Website: [www.choiceindia.com](http://www.choiceindia.com)**

**Email Id: [info@choiceindia.com/secretarial@choiceindia.com](mailto:info@choiceindia.com/secretarial@choiceindia.com)**

**CIN: L67190MH1993PLC07117**