

NOTICE

The Notice is hereby given that the Twenty First Annual General Meeting of the members of the Company will be held on Monday, September 16, 2013 at 11.00 am at Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai - 400099 to transact the following Businesses:

Ordinary Business:

1. To Consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. Mr. Govind Ram Patodia, Director due to retire by rotation at this Annual General Meeting is not seeking re-appointment and accordingly it is "**RESOLVED THAT** Mr. Govind Ram Patodia, liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as director of the Company and the vacancy, so caused on the Board of the Company be not filled up."
3. Mr. Sanwormal Ramgopal Jangid, Director due to retire by rotation at this Annual General Meeting is not seeking re-appointment and accordingly it is "**RESOLVED THAT** Mr. Sanwormal Jangid, liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as director of the Company and the vacancy, so caused on the Board of the Company be not filled up."
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provision of section 224 of the companies Act, 1956 and other provision as may be applicable M/s. Agarwal Desai & Shah Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the company to hold the office from the conclusion of this Annual General Meetings till the conclusion of next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

5. **Appointment of CA Arunkumar Poddar as director, liable to retire by rotation.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 260 of the Companies Act, 1956 and subject to the approval of shareholders in general meeting CA Arunkumar Poddar (Non-Executive Director & Non Independent Director) who was appointed as an Additional Director in the Board of Directors meeting held on May 21, 2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of director by rotation."

6. **Appointment of CA Lalit Menghnani as director, liable to retire by rotation.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 260 of the Companies Act, 1956 and subject to the approval of shareholders in general meeting, CA Lalit Menghnani (Independent Director) who was appointed as an Additional Director in the meeting of the Board of Directors held on May 21, 2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has

received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of director by rotation."

7. Appointment of Mr. Rameshchandra Purohit as director, liable to retire by rotation.

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

"**RESOLVED THAT** pursuant to the provisions of Section 260 of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Rameshchandra Purohit (Independent Director) who was appointed as an Additional Director in the meeting of the Board of Directors held on May 21, 2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of director by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to these resolutions."

By Order of the Board of Directors

Place : Mumbai
Date : May 21, 2013

Sd/-
Kamal Poddar
(Managing Director)

Registered Office:
Shree Shakambhari Corporate Park,
Plot No.156-158, Chakravarti Ashok Society,
Near Bombay Cambridge School,
J.B. Nagar, Andheri (E),
Mumbai : 400 099
email id: investors@choiceindiagroup.com

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Transfer Books of the Company will remain closed from September 11, 2013 to September 14, 2013 (both days inclusive).
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Link Intime India Private Limited or to their depository participants in case shares are held in depository form.
6. In order to receive copies of Annual Reports and other communication through e-mail, members are requested to register their e-mail addresses with the Company by sending an e-mail to **investors@choiceindiagroup.com**.
7. 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.
8. As a measure to save the cost, copies, of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with their identity proof.
10. The Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Meeting.

**EXPLANATORY STATEMENT
(Pursuant to Section 173(2) of the Companies Act, 1956)**

Item no. 2

Mr. Govind Ram Patodia retires by rotation at this Annual General Meeting and is eligible for re-appointment. However, they have informed the Company that they do not wish to seek re-appointment due to personal commitments. The Company does not propose to fill up the vacancy at this meeting or any adjournment thereof, but may do so at a later date. Hence, as required under Section 256 of the Companies Act, 1956, a resolution is proposed not to fill up the vacancy caused by the retirement of Mr. Govind Ram Patodia at this meeting or any adjournment thereof.

Item no. 3

Mr. Sanwarmal Ramgopal Jangid retires by rotation at this Annual General Meeting and is eligible for re-appointment. However, they have informed the Company that they do not wish to seek re-appointment due to personal commitments. The Company does not propose to fill up the vacancy at this meeting or any adjournment thereof, but may do so at a later date. Hence, as required under Section 256 of the Companies Act, 1956, a resolution is proposed not to fill up the vacancy caused by the retirement of Mr. Sanwarmal Ramgopal Jangid at this meeting or any adjournment thereof.

Items of Special Business

ITEM NO. 5, 6 and 7:

CA Arunkumar Poddar, CA Lalit Menghnani and Mr. Rameshchandra Purohit was appointed as additional directors of the company with effect from May 21, 2013 pursuant to section 260 of the companies Act, 1956, read with the Articles 114 of the Articles of Association of the company. CA Arunkumar Poddar, CA Lalit Menghnani and Mr. Rameshchandra Purohit hold office of the directors up to the date of this Annual General Meeting. The company has received notice in writing from members proposing the candidatures of the CA Arunkumar Poddar, CA Lalit Menghnani and Mr. Rameshchandra Purohit for the office of the Directors under the provision of section 257 of the companies Act, 1956.

None of the Directors of the Company except CA Kamal Poddar (Brother of CA Arunkumar Poddar), CA Arunkumar Poddar, CA Lalit Menghnani and Mr. Rameshchandra Purohit is concerned or interested in their respected resolutions. The Resolutions for the appointment is recommended for approval by the Members.

By Order of the Board of Directors

Place: Mumbai

Date : May 21, 2013

Registered Office:

Shree Shakambhari Corporate Park,
Plot No.156-158, Chakravarti Ashok Society,
Near Bombay Cambridge School,
J.B. Nagar, Andheri (E),
Mumbai : 400 099
email id: investors@choiceindiagroup.com

Sd/-
Kamal Poddar
(Managing Director)

ANNEXURE TO ITEMS 5, 6 & 7 OF THE NOTICE

**Details of Directors seeking appointment at the forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)**

Name of the Director	CA Arunkumar Poddar	Mr. Rameshchandra Purohit	CA Lalit Menghnani
Date of Birth	15/06/1984	28/10/1948	07/05/1959
Nationality	Indian	Indian	Indian
Date of appointment on the Board	21.05.2013	21.05.2013	21.05.2013
Qualifications	CA	B E Mech.	CA
Expertise	Accounts & Tax	Project Engineering & Management	Finance
Number of shares held in the Company	Nil	Nil	Nil
List of directorship held in other Companies	1. Choice Corporate Services Pvt. Ltd. 2. Choice Business Services Pvt. Ltd.	1. Usher Infra Logic Ltd.	Nil
Chairman/Member of the Committees of the Boards of companies in which he is Director	Nil	Nil	Nil
Relationship between inter-se	Brother of Managing Director (Mr. Kamal Poddar)	Nil	Nil

*Choice Business Services P. Ltd. & Choice Corporate Services P. Ltd. are subsidiaries of Choice International Ltd.

Note: Excluding Directorships/Committee memberships in Choice Infra Ventures Ltd. & its subsidiaries and private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs (MCA) has permitted paperless compliances by the Companies, vide its circulars No.17/2011 and No.18/2011 dated April 21, 2011 and April 29, 2011 respectively. MCA has clarified that services of documents on Members by e-mail will constitute sufficient compliances with Section 53 of the Companies Act, 1956, provided the Members are given an advance opportunity to register their e-mail address or changes, if any, therein with the Company.

Pursuant thereto, we once again invite those members who have not registered their e-mail address to participate in the Green Initiative by registering their e-mail address for the purpose of service of documents viz. Annual Report, Notice of General Meetings, Notice of Postal Ballot, Intimation of ECS Credits etc. by e-mail.

This move by the Ministry will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit.

Keeping in view the above, your Company proposes to send documents such as the Notice of the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc., henceforth to the shareholders in Electronic Form, to the e-mail address provided by them and/or made available to the Company by the Depositories.

The Company solicits active cooperation of shareholders in helping the Company to implement the E-Governance initiatives of the Government.

Shareholders holding shares in Demat form, who have not yet registered their e-mail address are requested to register the same with their respective Depository Participant at the earliest. Shareholders who hold shares in physical form are also requested to register their e-mail address with our Registrar & Share Transfer Agent - M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai, Maharashtra-400078, E-mail ID: **mumbai@linkintime.co.in**. Such registration of e-mail address may also be made with the Company at its Registered Office or through an email on **investors@choiceindiagroup.com**. Any changes in the email address may also be communicated from time to time.



CHOICE INFRA VENTURES LIMITED

Registered Office: : Shree Shakambhari Corporate park, Plot No. 156-158, Chakravarti Ashok Society,
Near Bombay Cambridge School, J.B. Nagar, Andheri (E) Mumbai – 400 099

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

Regd. Folio No. _____

DP ID* _____

No. of Shares Held : _____

Client ID* _____

Name and Address of the Shareholder _____

I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Company held on Monday, September 16, 2013 at 11.00 a.m. at Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai – 400099.

Signature of Shareholder/ Proxy

** Applicable for investors holding shares in electronic form*

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CHOICE INFRA VENTURES LIMITED

Registered Office: Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarti Ashok Society,
Near Bombay Cambridge School, J.B. Nagar, Andheri (E) Mumbai – 400 099

PROXY FORM

Regd. Folio No. _____

DP ID* _____

No. of Shares Held : _____

Client ID* _____

I/We _____ of _____ being a member(s) of Choice Infra Ventures Limited hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Monday, September 16, 2013 or / and any adjournment thereof at Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai - 400099.

Signed this _____ day of _____ 2013.

Signature _____

Rs.1
Revenue
Stamp

** Applicable for investors holding shares in electronic form*

NOTE: The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the meeting. The Proxy need not be a member of the Company.