

AI CHAMPDANY INDUSTRIES LIMITED

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of AI Champdany Industries Limited ("the Company") by passing resolutions through Postal Ballot:

1. To appoint **Mr. Harbhajan Singh (DIN: 00237556)** as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Harbhajan Singh (DIN: 00237556), who was appointed as a Director liable to retire by rotation under the provisions of Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the conclusion of the 99th Annual General Meeting of the Company in the calendar year 2017."

2. To appoint **Mr. Narottam Das (DIN: 00080612)** as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Narottam Das (DIN: 00080612), who was appointed as a Director liable to retire by rotation under the provisions

of Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the conclusion of the 99th Annual General Meeting of the Company in the calendar year 2017."

3. To appoint **Dr. Basudeb Sen (DIN: 00056861)** as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Basudeb Sen (DIN: 00056861), who was appointed as a Director liable to retire by rotation under the provisions of Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the conclusion of the 99th Annual General Meeting of the Company in the calendar year 2017."

By order of the Board of Directors

Swaroop Saha
Company Secretary and
Compliance Officer
Dated: 28th February, 2015

Registered Office:
25, Princep Street,
Kolkata- 700072
CIN: L51909WB1917PLC002767
e-mail: cil@ho.champdany.co.in

Notes:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

2. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
3. Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 27.02.2015
4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail address registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agents (in case of Physical Shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode.
5. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the web link: www.evoting.nsdl.com or from the Company's website: www.jute-world.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 31.03.2015 to the following address: 3, Mangoe Lane, (2nd Floor), Kolkata – 700 001.
6. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
7. Pursuant to the provision of Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agent to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.
8. The members can opt for only one mode of voting i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date 27.02.2015
10. A member cannot exercise his vote by proxy on postal ballot.
11. Corporate / Institutional Members (i.e. other

than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

12. The Board of Directors has appointed Mr. Harisadhan Ghosh, FCA, Proprietor, Roy Moulik & Co., as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's Website www.jute-world.com and communicated to the Stock Exchanges.
14. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. 31.03.2015
15. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till 31.03.2015
16. In case of any query/ grievance with respect to voting by postal ballot including voting through electronic means, please visit www.jute-world.com
17. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participants(s) for sending future communication(s) in electronic form.

Instructions for process to be followed by members opting to vote through electronic means

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and all other applicable provisions of the Act and the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

1. A. In case a member receives an e-mail from NSDL [for members whose e-mail address are registered with the Company / Depository Participant(s)]:
 - (i) Open email and open PDF file viz: "AI Champdany e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the

following URL: <https://www.evoting.nsdl.com>

- (iii) Click on Shareholder * Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of AI Champdany Industries Ltd.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to roymoulik.co@gmail.com or cil@ho.champdany.co.in with a copy marked to evoting@nsdl.co.in

Please note that:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participants(s)]:
- (i) Initial password is provided in a separate Annexure

EVEN (E Voting Event Number)

USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No.

(ii) to Sl. No. (xii) above, to cast vote.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No. 022-24994600.

3. **Once the Vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("THE Act")

Item Nos. 1, 2 & 3

Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen are Independent Directors of the Company appointed pursuant to the requirements of erstwhile Clause 49 of the Listing Agreement. Their period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Section 149(10) of the Act, which is effective from April 1, 2014, provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors.

The Ministry of Corporate Affairs, Government of India, (MCA) by a Circular, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from April 1, 2014. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, *inter alia*, stipulating the conditions for the appointment of independent directors by a listed company. The said Clause 49 of the Listing Agreement which has come into effect from October 1, 2014 also mandates that the tenure of the Independent Directors shall be in accordance with the provisions of the Act and clarifications/ circulars issued by the MCA from time to time.

Amended Clause 49 of the Listing Agreement came into force, after the issue of the Notice calling the 96th Annual General Meeting of the Company last year. Therefore, it is proposed to appoint Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen as Independent Directors to hold office for term up to the conclusion of the 99th Annual General Meeting of the Company in the calendar year 2017.

Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature

of Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen for the office of Independent Directors of the Company.

The company has also received declarations from Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen. Further, in the opinion of the Board, Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen, fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen are independent of the management.

Brief resume of Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen, nature of their expertise in specified functional areas and name of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

Copy of draft letter of appointment of Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen setting out the terms and conditions are available for inspection by the members at the registered office of the Company.

The Board considers that continued association of Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

This statement may also be regarded as a disclosure under Clause 49 of Listing Agreements with the Stock Exchanges.

Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen may be deemed to be interested in the resolutions set out respectively at item Nos. 1, 2 & 3 of the notice with regard to their respective appointments.

The relatives of Mr. Harbhajan Singh, Mr. Narottam Das and Dr. Basudeb Sen may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at the Item Nos. 1, 2 & 3 of the Notice for approval by the shareholders.

By order of the Board of Directors

Swaroop Saha
Company Secretary and
Compliance Officer
Dated: 28th February, 2015

Registered Office:
25, Princep Street,
Kolkata- 700072
CIN: L51909WB1917PLC002767
e-mail: cil@ho.champdany.co.in

Brief Resume of Directors proposed to be appointed/ re-appointed:

1. Mr. Harbhajan Singh (DIN: 00237556)

Date of Birth: 01-04-1940

Date of Appointment: 24-09-2003

Qualifications: LLB, M.A.

Expertise in specific functioning area: Former chairman & Managing Director of Allahabad Bank with rich experience in finance, banking and management.

Directorship in others Companies: Taurus Investment Trust Co. Ltd., Indus Valley Partners (India) Pvt. Ltd., Indus Valley L.T.Park (Pvt.) Ltd., Kapur Infotech Pvt. Ltd., Geosteel LLC, International Space & Infrastructure Delivery Pvt. Ltd., R.S.Aircon Pvt.Ltd., Jerambhai Management Services Pvt. Ltd., Wadhwa Endowment Management Pvt. Ltd.

Membership/ Chairmanship in other Board Committee: Chairman of the Audit Committee & Nomination and Remuneration Committee.

Number of Shareholding: NIL

Relationship between Directors: NIL

2. Mr. Narottam Das (DIN:00080612)

Date of Birth: 26-12-1937

Date of Appointment: 31-05-2006

Qualifications: B.Com, FICWA, FCS

Expertise in specific functioning area: Rich experience in Finance, Accounts & Corporate management.

Directorship in others Companies: Nicco Corporation Ltd., Nicco Engineering Services Ltd., Shibir India Ltd.

Membership/ Chairmanship in other Board Committee: Member in Audit Committee & Nomination and Remuneration Committee.

Number of Shareholding: 2666 Equity shares of the Company.

Relationship between Directors: NIL

3. Dr. Basudeb Sen (DIN: 00056861)

Date of Birth: 16-06-1948

Date of Appointment: 30-05-2012

Qualifications: M.A.in Economics & Ph. D

Expertise in specific functioning area: Former chairman & Managing Director of Industrial Investment Bank of India Limited and Former Executive Director of UTI with rich experience in different areas of commercial banking, development banking and investment banking management. He has also served as Chairman and / or Member of various working groups / communities set up by SEBI, the RBI and Indian Financial Institutions.

Directorship in others Companies: Sumedha Fiscal Services Ltd., Mahanagar Gas Ltd., Dhunseri Petrochem Ltd.

Membership/ Chairmanship in other Board Committee: NIL

Number of Shareholding: NIL

Relationship between Directors: NIL

AI CHAMPDANY INDUSTRIES LIMITED
25, PRINCEP STREET, KOLKATA-700 072, INDIA
PH: 2237-7880 to 85/ 2225-1050/ 7924/ 8150 FAX: (91) (33) 22250221/ 22363754
G.P.O BOX NO. 543, KOLKATA- 700 001
CIN : L51909WB1917PLC002767
E-mail: cil@ho.champdany.co.in ; Website: www.jute-world.com

Corrigendum to the Notice of Postal Ballot dated 28th February, 2015

Regarding address of the Scrutinizer, there is a typographical error in Point No. (5) of the Notice of Postal Ballot and in Point No. (1) of the Instructions given in the 2nd Page of the Postal Ballot Form. The correct address of the Scrutinizer is given below.

A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and are requested to send it to the Scrutinizer in the attached envelope to the following address:

To,
The Scrutinizer,
C/o AI CHAMPDANY INDUSTRIES LTD
18, Netaji Subhas Road, 1st floor
Kolkata- 700 001

Place: Kolkata

Date: 28th February, 2015

For AI Champdany Industries Ltd
Sd/-
Swaroop Saha
Company Secretary

