

AI CHAMPDANY INDUSTRIES LIMITED

(A TRADING HOUSE, recognised by Govt. of India) (Established in 1873)

Pioneer Weaves & Spinners of Natural & Synthetic blended Fabrics & Yarns

CIN : L51909WB1917PLC002767

REGD. OFFICE :

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Date: 14.08.2019

To
The Manager
Dept. of Corporate Services
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532806
Dear Sir(s),

Re: Minutes of Proceedings of 101st Annual General Meeting(AGM)

Please find enclosed herewith certified true copy of the Minutes of the proceedings of the 101st Annual General Meeting of AI Champdany Industries Ltd. held on Tuesday, 13th August, 2019.

This is for your kind information & record. Kindly acknowledge the same.

Thanking you,

Yours faithfully,
For AI Champdany Industries Limited

Pink Singh
Company Secretary



MINUTES OF THE 101st ANNUAL GENERAL MEETING OF THE MEMBERS OF AI CHAMPDANY INDUSTRIES LTD. HELD AT THE AUDITORIUM OF BHARATIYA BHASHA PARISHAD, 36A, SHAKESPEARE SARANI, 4TH FLOOR, KOLKATA – 700017 ON TUESDAY, 13TH DAY OF AUGUST 2019 AT 11.00 A.M.

PRESENT

Dr. G Goswami - Chairman and Independent Director
Mr. D J Wadhwa - Director and Member

Members present in person: - 141
(Preference and Equity members)

Number of Proxy holders present: - 7
(On behalf of Preference & Equity members)

In attendance

Mr Lalanjee Jha – Chief Financial Officer
Mr. Pintu Singh - Company Secretary & Compliance Officer

By Invitation

- i) Ms. Rinku Gupta, FCS Proprietor, M/s Rinku Gupta & Associates, Scrutinizer for E-Voting & Ballot.
- ii) Mr. G Guha, Partner, M/s G Basu & Co. Chartered Accountants, Statutory Auditors.

The Register of Directors & Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other inspection documents as mentioned in the Notice of the AGM were kept at the Meeting and remained accessible and open to inspection by the Members during the continuance of the Meeting.

Dr. G Goswami, Chairman took the Chair. The Chairman welcomed the members present at the meeting and confirmed the requisite quorum being present.

The Notice dated 13 June 2019, convening the meeting was taken as read with the consent of the members present and the Company Secretary read out the first and last paragraph of the Auditor's Report.

The Chairman thereafter, invited questions on the Audited Accounts for the year ended 31 March 2019 and questions raised by members were suitably replied.

Certified True Copy
For AI Champdany Industries Ltd


Company Secretary

VOTING:

The Chairman informed the Members that pursuant to the Companies Act, 2013 and various rules and amendments thereof, the format of conducting Annual General Meeting has undergone considerable change. The Chairman brought to the attention of the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, entered into with the Stock Exchanges, the Company being a listed entity and to ensure wider participation of Members in the decision making process, had extended the facility to vote electronically through e-voting process (Remote e-voting).

The remote e-voting period commenced on Saturday, 10th August 2019 (9.00 a.m. IST) and ended on Monday, 12th August 2019 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 2nd August 2019 cast their votes electronically.

He further informed that Ms. Rinku Gupta of Rinku Gupta & Associates, Company Secretaries was appointed by the Board of Directors of the Company as the Scrutinizer for conducting the voting process in a fair and transparent manner.

Further, the Chairman added that those who had not been able to cast their votes by remote e-voting, may avail the facility of voting through Ballot Paper at the AGM venue once the resolutions as per the Agenda are read.

The Chairman explained the objectives and implication of each resolution before they were put to vote and thereafter asked the Company Secretary to read the Resolutions:

ORDINARY BUSINESS

ITEM 1: ADOPTION OF AUDITED ANNUAL ACCOUNTS (STANDALONE & CONSOLIDATED) FOR THE YEAR ENDED 31ST MARCH, 2019

RESOLUTION NO 1: AS ORDINARY RESOLUTION.

Proposed By: Mr. Arabinda Basu

Seconded By: Mr. Tapas Kumar Roy

“RESOLVED THAT

- (a) the audited financial Statement of the Company for the financial year ended 31st March, 2019, the report of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial Statement of the Company for the financial year ended 31st March, 2019 be and are hereby adopted.”

SPECIAL BUSINESS

ITEM 2: REAPPOINTMENT OF MR. DAMODARDAS JERAMBHAI WADHWA AS DIRECTOR OF THE COMPANY.

RESOLUTION NO 2: AS SPECIAL RESOLUTION

Proposed By: Mr. S. Modak

Seconded By: Mr. M. K. Roy

Certified True Copy
For AI Champdany Industries Ltd
S.M.
Company Secretary

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 and pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 Mr. Damodardas Jerambhai Wadhwa (DIN: 00046180), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment be and is hereby appointed as the Director of the Company.”

ITEM 3: RATIFICATION OF REMUNERATION OF COST AUDITOR APPOINTED FOR THE FINANCIAL YEAR 2019-20.

RESOLUTION NO 3: AS ORDINARY RESOLUTION

Proposed By: Mr. S. N. Pal

Seconded By: Mr. S. L. Rathi

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. N. Radhakrishnan & Co., Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman thereafter invited Ms. Rinku Gupta, the Scrutinizer appointed for the Poll, to take over Poll proceedings and submit her report. He requested all the members and proxy holders present and entitled to vote to participate in the voting through Poll on the business set out in items no. 1 to 3 of the Notice. He also stated that the poll shall remain open till 12:30 p.m., on completion of which AGM would stand concluded.

The Chairman then stated that the results of voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further informed that the Scrutinizer shall submit his Report by 13 August 2019 to the Chairman. Thereafter the results will be declared at 6 p.m. on 14 August 2019 at the Registered Office of the Company at 25, Princep Street, Kolkata - 700072 and the same shall be displayed in the Notice Board of the Company and also shall be forwarded to the Stock Exchanges and will be uploaded on the websites of the Company.

The Chairman after informing that all the business of the Meeting have been completed thanked the Members for their active participation, continuous support and encouragement.

Place: Kolkata

Date: 14.08.2019

(Dr. G Goswami)
CHAIRMAN

Certified True Copy

For AI Champdany Industries Ltd


Company Secretary

REPORT ON RESULTS OF E-VOTING AND POLL AT THE 101ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 13TH AUGUST 2019

Based on the tally of all the votes , which were cast through Remote E-voting and Voting by Ballot Form, conducted at the AGM Venue, Ms. Rinku Gupta, Scrutinizer prepared and submitted report for e-voting and Poll on 13th August 2019 to the Chairman, in this regard, on the voting results as under :

Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder, as mentioned beside each of the resolutions.

Item No. of Notice	Particulars of Resolutions	Votes in favour of the resolution			Votes against the resolution			Invalid Votes				
		Description	No. of Members voted	No. of votes cast by them	%	Description	No. of Members voted	No. of votes cast by them	%	Description	No. of votes cast	%
1.	Adoption of audited Financial Statements (Standalone & Consolidated) for the year ended 31 st March, 2019 along with Directors & Auditors report thereon	Equity	57	18116738	99.9999	Equity	2	22	0.0001	Equity	0	0.00
		2% Preference	5	9773156	100	2% Preference	0	0	0.00	2% Preference	0	0.00
		Total	62	27889894	99.9999	Total	2	22	0.0001	Total	0	0.00
2.	Reappointment of Mr. Damodardas Jerambhai Wadhwa as Director retiring by rotation	Equity	57	18116738	99.9999	Equity	2	22	0.0001	Equity	0	0.00
		2% Preference	5	9773156	100	2% Preference	0	0	0.00	2% Preference	0	0.00
		Total	62	27889894	99.9999	Total	2	22	0.0001	Total	0	0.00
3.	Approval of remuneration to M/s N Radhakrishnan & Co , Cost Auditor for the financial year ending March 31, 2020	Equity	57	18116738	99.9999	Equity	2	22	0.0001	Equity	0	0.00
		2% Preference	5	9773156	100	2% Preference	0	0	0.00	2% Preference	0	0.00
		Total	62	27889894	99.9999	Total	2	22	0.0001	Total	0	0.00

It was noted by the Chairman that on the basis of Scrutinizer's Report, based on the Results of E-Voting and Voting by Ballot Form, conducted at the AGM Venue, on 13th August 2019, the resolutions from Item No. 1 to 3 as set forth in the Notice of the 101st Annual General Meeting of the Company have been passed with requisite majority and have been deemed to be passed on the date of AGM i.e. 13 August 2019.

Certified True Copy
For AI Champdany Industries Ltd

Company Secretary

RESOLUTION NO 1

“RESOLVED THAT

- (a) the audited financial Statement of the Company for the financial year ended 31st March, 2019, the report of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial Statement of the Company for the financial year ended 31st March, 2019 be and are hereby adopted.”

RESOLUTION NO 2

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 and pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 Mr. Damodardas Jerambhai Wadhwa (DIN: 00046180), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment be and is hereby appointed as the Director of the Company.”

RESOLUTION NO 3

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. N. Radhakrishnan & Co., Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Thereafter the Chairman authorised the Company Secretary to display the voting result on the website of the Company, to intimate the Stock Exchanges and display in the Notice Board of the Company at the Registered Office.

(Dr. G Goswami)
CHAIRMAN

Place: Kolkata

Date: 14.08.2019

Certified True Copy
For AI Champdany Industries Ltd

Company Secretary