

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

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To
The Manager
Corporate Relationship Dept.
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P.J. Towers
Dalal Street Fort
Mumbai 400 001
Scrip Code - 532806

Date: 20.12.2022

Dear Sir(s),

Sub: Postal Ballot Notice

Further to our letter dated 14th November, 2022, pursuant to the Regulation 30 of SEBI (LODR) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for appointment of Mr. Harsh Vardhan Wadhwa (DIN: 08284212), as Whole-time Director of the Company, with effect from 14th November, 2022, for a period of 3 (three) years.


Further, the calendar of events in connection with the postal ballot is as under:

<u>Sl No.</u>	<u>Particulars</u>	<u>Schedule</u>
<u>1</u>	Cut - off Date for identification of voting	09.12.2022
<u>2</u>	Date and time of commencement of Remote e-voting	Saturday 24.12.2022 at 9.00 AM
<u>3</u>	Date and time of end of Remote e-voting	Sunday 22.01.2023 at 5.00 PM
<u>4</u>	Submission of report by the Scrutinizer	24.01.2023
<u>5</u>	Date of declaration of results of voting	24.01.2023

Kindly take the same on your record.

Thanking you,
Yours faithfully,

For AI Champdany Industries Ltd


Gopal Sharma
Company Secretary

AI CHAMPDANY INDUSTRIES LIMITED
CIN : L51909WB1917PLC002767
Regd. Office: 25, Princep Street, Kolkata – 700 072
e-mail: cil@ho.champdany.co.in, website: www.jute-world.com
Ph: 033-22377880 Fax: 033- 22363754

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POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given to the Members of AI Champdany Industries Limited, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”), and all other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) (including any statutory modification(s) or re-enactment(s) thereof, the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020 , 39/2020, 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively (collectively the “MCA Circulars”), and pursuant to other applicable laws and regulations, for seeking consent/approval of the Members of the Company in for the resolution appended below, by way of postal ballot (“Postal Ballot”) using remote electronic voting (“E-Voting”) facility.

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members’ approval, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

An Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

The Board , in compliance with Rule 22(5) and Rule 20(4) (ix) of the Management Rules, has appointed Mrs. Rinku Gupta, (CP No. 9248) Practicing Company Secretary proprietor of Rinku Gupta & Associates, as the Scrutinizer for the postal ballot process/remote e-voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited (“NSDL”) to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 12th below in the Notes. The E-Voting facility is available at the link www.evoting.nsdl.com from 09:00 AM on Saturday, 24th December, 2022 up to the 05:00 PM on Sunday , 22nd January, 2023. E-Voting module will be blocked by NSDL at 05:00 PM on 22nd January, 2023 and voting shall not be allowed beyond 5.00 PM on 22nd January, 2023. The Scrutinizer will submit her Report, in writing,

upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before 24th January, 2023 by 05:00 PM and will be displayed on the notice board at the Registered Office of the Company and shall be communicated to BSE Limited where the equity shares of the Company are listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at www.jute-world.com and on the website of NSDL at www.evoting.nsdl.com. The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite.

SPECIAL BUSINESS:

Item No.1

Appointment of Mr. Harsh Vardhan Wadhwa (DIN 08284212) as Whole-time Director of the Company:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, Mr. Harsh Vardhan Wadhwa (DIN 08284212), who was appointed as an Additional Non-Independent Director of the Company with effect from 14th November, 2022 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company with effect from November 14, 2022, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government and such sanctions, as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Harsh Vardhan Wadhwa (DIN 08284212), as a Whole-time Director of the Company, for a period of 3 (Three) years with effect from 14th November, 2022 , liable to retire by rotation, on such terms and conditions as set out in the explanatory statement annexed to the notice and be paid such remuneration, as may be determined by the Board, from time to time, within the maximum limits of remuneration for Whole-time Directors approved by the Members of the Company.”

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

By order of the Board of Directors

Sd/-

Gopal Sharma
Company Secretary

Date :14.11.2022
Place : Kolkata

NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses under Item No. 1 is annexed hereto and also forms part of the Notice.
2. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on December 09, 2022 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MCS Share Transfer agent Ltd ("RTA").
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on mcssta@rediffmail.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
5. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. August 21, 2021 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India .
6. A member cannot exercise his vote by proxy on Postal Ballot.
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in West Bengal (in vernacular language, i.e. Bengali).
8. In case of any query/grievance in connection with the Postal Ballot including evoting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or the Company Secretary at the contact details given hereinabove or at cil@ho.champdany.co.in
9. The Postal Ballot Notice is also placed on the website of the Company www.jute-world.com and website of NSDL www.evoting.nsdl.com.
10. The Board has appointed Mrs Rinku Gupta Practicing Company Secretary (CP No 9248) proprietor of Rinku Gupta & Associates ,as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Executive Director of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before January 24, 2023.

11. The last date specified by the Company for remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority

12. VOTING THROUGH ELECTRONIC MEANS (ELECTRONIC VOTING

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 by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select

	<p>“Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by

	providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in

at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrinks.gupta@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cil@ho.champdany.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cil@ho.champdany.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e.Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item Nos. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at its meeting held on 14th November, 2022, approved the appointment of Mr. Harsh Vardhan Wadhwa (DIN 08284212) effect from 14th November, 2022 as an Additional Non-Independent Director and Whole-time Director of the Company subject to approval of the shareholders. The Company has received notice under Section 160 of the Act from Mr. Harsh Vardhan Wadhwa giving his consent to be Director of the Company.

The proposed resolution seeks the approval of Members, pursuant to Section 160, 196 and 203 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Harsh Vardhan Wadhwa as a Whole-time Director of the Company for a period of 3 (Three) years w.e.f. 14th November, 2022, liable to retire by rotation.

The remuneration payable to Whole Time Director is within the ceiling limits in that behalf as laid down in Schedule V to the Companies Act, 2013. Brief profile of Mr. Harsh Vardhan Wadhwa is set out in the Information about Directors seeking appointment/ reappointment as mandated under the SEBI (LODR) Regulation 2015 which is annexed with the notice.

The Board is of the view that the Company would greatly benefit from the knowledge and experience of Mr. Harsh Vardhan Wadhwa and accordingly recommends the Ordinary Resolution set out in the Postal Ballot Notice, for approval of the Members

Except Mr. Harsh Vardhan Wadhwa being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

Information about Directors seeking Appointment as per SEBI (LODR) Regulations, 2015

Name & DIN	Harsh Vardhan Wadhwa (DIN 08284212))
Date of Birth	28.07.1995
Date of appointment	14.11.2022.
Qualification	Mr Harsh Vardhan Wadhwa has graduated from St. Xaviers College,Kolkata and studied International Relations at Harward Extension School. Cambridge, MA, USA.
Expertise in specific functional areas and Experience	He has Experience in Business operations and finance since last few years.
Directorships held in other companies (excluding Pvt Company and foreign companies) as on November 14, 2022	1. Coopers Capital Markets Ltd 2 .Coopers Commodities Ltd 3. Coopers wealth Advisers Ltd
Membership / Chairmanship of Committees in other Companies	Nil
No of shares held	Nil
Disclosure of relationship with directors	No
Number of Board Meetings attended during FY 2022-23	One

By order of the Board of Directors

Date :14.11.2022
Place : Kolkata

Sd/-
Gopal Sharma
Company Secretary