



IS / ISO 9001 : 2000

AI CHAMPDANY INDUSTRIES LIMITED

(A TRADING HOUSE recognised by Govt. of India) (Established in 1873)
Pioneer Weaves & Spinners of Natural & Synthetic blended Fabrics & Yarns

25, PRINCEP STREET, KOLKATA - 700 072, INDIA

☎ : 2237-7880 to 85 / 2225-1050 / 7924 / 8150 FAX : (91) (33) 22250221/22363754

G.P.O. BOX NO. 543, KOLKATA - 700 001

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RESULT OF POSTAL BALLOT

Result of the voting on the basis of Scrutinizer's report conducted through Postal Ballot Notice to the shareholders dated 25 January 2014 on the Special Resolution under section 180 (1) (a) of Companies Act, 2013 to sell, assign, transfer, convey or otherwise dispose of by way of slump sale, a unit of the company situated at Jagatdal, District 24 Parganas North, West Bengal, (commonly known as Anglo India Jute Mill, Middle Mill) as a running unit on an as is where is basis.

Particulars	No. of Postal Ballot forms		No. of Shares/Votes		% of Valid Votes	% of total Paid up Capital
	Equity	2% Pref *	Equity	2% Pref *		
Total valid Postal Ballot forms received (Equity & 2% Cumulative Preference)	52	29	17344275	12338388	100	74.51
	Total = 81		Total = 29682663			
Votes in favour of the Resolution	81		29682663		100	74.51
Votes against the Resolution	0		0		0	0

*Entitled to vote pursuant to Section 87 of the Companies Act, 1956.

The Resolution has therefore been approved by the shareholders unanimously.

For AI Champdany Industries Limited

N Pujara
N Pujara
Executive Director

Place: Kolkata
Date: 14 March 2014

For AI CHAMPDANY INDUSTRIES LTD.

Surajit Sen

Company Secretary

WORKS :

Wellington Jute Mill
P.O. Rishra
Dist. Hooghly, W. Bengal
☎ : 2672-3395

100% Export Unit
Choudwar
Dist. Cuttack, Orissa
☎ : 2690671 / 2304

100% Export Unit
P.O. Rishra
Dist. Hooghly, W.B.
☎ : 2672-1789

Jagatdal, 24 Pgs (N)
West Bengal,
Pin - 743125
☎ : 2581-1320/4214/3738

BINOD KUMAR GUPTA

Company Secretary in Practice

OFF :

11A, Esplanade East, 1st

Floor, Kolkata - 700069.

Phone : 22108760, 98301-95662

Email - binodks@rediffmail.com

The Executive Director
AI Champdany Industries Limited,
25, Princep Street,
Kolkata - 700072.

Dear Sir,

1. The Board of Directors of the company at its meeting held on 25th January, 2014 has appointed me a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under :-

The Company has completed by 6th February, 2014, the dispatch of postal ballot forms and notice dated 25th January, 2014 to Equity and 2% Preference shareholders alongwith the postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members as on 25th January, 2014.

Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.

The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes commencing the scrutiny of such postal ballot forms.

The ballot boxes were opened on 11th March, 2014 in my presence.

The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company as on 25th January, 2014.

for AI CHAMPDANY INDUSTRIES LTD.

Surajit Sa

Company Secretary



All postal ballot forms received upto the close of working hours on 10th March, 2014, the last date and time fixed by the company for receipt of forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after 10th March, 2014 were not considered for my scrutiny.

59 envelopes containing postal ballot forms returned undelivered.

I did not find any defaced or mutilated ballot paper.

3. A summary of postal ballot forms received is given below:

Resolution No.1 :

The Special Resolution under section 180 (1) (a) of Companies Act, 2013 to sell, assign, transfer, convey or otherwise dispose of by way of slump sale, a unit of the Company situated at Jagatdal, District 24 Parganas North, West Bengal, (commonly known as Anglo India Jute Mill, Middle Mill) as a running unit on an as is where is basis.

Further, as the holders of 2% Cumulative Preference Shares are entitled to vote pursuant to Section 87 of the Companies Act, 1956, for their due consideration, the voting rights of such preference shareholders have been in the same proportion as the capital paid-up in respect of the preference share bears to the total paid-up equity capital of the Company as defined under Section 87 of the Companies Act, 1956. The total paid-up share capital of the Company is Rs.19,91,75,920 (Equity Share Capital - Rs.13,71,04,155 and 2% Cumulative Preference Share Capital - Rs.6,20,71,765).



for AI CHAMPDANY INDUSTRIES LTD.

Surajit Sa
Company Secretary

<u>Particulars</u>	<u>No. of Postal Ballot forms</u>		<u>No. of Shares/Votes</u>		<u>% of Valid Votes</u>	<u>% of total Paid up Capital</u>
	<u>Equity</u>	<u>2% Pref</u>	<u>Equity</u>	<u>2% Pref</u>		
Total valid Postal Ballot forms received (Equity & Preference)	52	29	17344275	12338388	100	74.51
	Total = 81		Total = 29682663			
Votes in favour of the Resolution	81		29682663		100	74.51
Votes against the Resolution	0		0		0	0

Accordingly, the resolution has been passed unanimously.

1. You may accordingly declare the results of the voting by Postal Ballot.

Thanking you,

Date: 14 March, 2014
Place: Kolkata



Binod K. Gupta
(BINOD KUMAR GUPTA)
Company Secretary in Practice
(C. P. No. - 3242)

Notes:

For Resolution No.1

1. Invalid Postal Ballot forms received from Equity shareholders -01.
(A shareholder, Nawal Kishore Damani having 34 shares has marked FOR instead of a TICK MARK (✓) in the postal ballot form bearing no. 2322 and Folio No. / DP ID No./ Client ID No. IN302679 30159503, hence his vote cannot be considered as valid for passing of the resolution.)
2. Invalid Postal Ballot forms received from Preference shareholders – Nil.



AI CHAMPDANY INDUSTRIES LIMITED

Minutes of the Special Resolution passed by the shareholders under section 180(1)(a) of the Companies Act, 2013 pursuant to the Notice dated 25 January 2014 despatched to the shareholders on 6 February 2014 under Companies (Passing of Resolution by Postal Ballot) Rules, 2011 on the basis of the result declared by the Chairman on 14 March 2014

Descriptions of Postal Ballots received as per the Report of the Scrutinizer, Mr. B K Gupta, Practising Company Secretary dated 14 March 2014 were noted as follows: -

Particulars	No. of Postal Ballot Forms		No. of Shares /Votes		% of Valid Votes	% of Total Paid up Capital
	Equity	2% Pref *	Equity	2% Pref *		
Total valid Postal Ballot forms received (Equity & 2% Cumulative Preference)	52	29	17344275	12338388		
	Total = 81		Total = 29682663		100	74.51
Votes in favour of the Resolution	81		29682663		100	74.51
Votes against the Resolution	0		0		0	0

* Entitled to vote pursuant to Section 87 of the Companies Act, 1956.

It is observed from the above table that on the basis of Scrutinizer's Report as above, percentage of valid votes in favour is hundred, as such the following Special Resolution in terms of Companies (Passing of Resolutions by Postal Ballot) Rules 2011 pursuant to Notice dated 25 January 2014 given to Equity and 2% Cumulative Preference Shareholders is declared as passed unanimously.

"RESOLVED THAT pursuant to Section 180 (1)(a) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 1956, Companies Act, 2013, as the case may be, and the Memorandum and Articles of Association of the Company and subject to such approvals and permissions, as may be required from any governmental authority, regulatory authority, banks and/or financial institutions, secured lenders etc., the consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly constituted committee thereof) to sell, assign, transfer, convey or otherwise dispose a unit of the Company situated at Jagatdal, District 24 Parganas North, West Bengal, (commonly known as Anglo India Jute Mill, Middle Mill) together with all moveable effects and things situated thereat, and the rights contained therein, as a running unit on an as is where is basis, by way of slump sale (as defined under section 2(42C) of the Income Tax Act, 1961) to any suitable party(ies), at such consideration as may be decided by the Board and on such terms and conditions and with effect from such date and in such manner as the Board may think fit and proper.

RESOLVED FURTHER that for the purpose of giving effect to the above, the Board be and is hereby, authorized with power to finalize the terms and conditions of the sale of the above said undertaking as well as the methods or modes for transfer as they may deem fit and authorize any officer, director or person associated with the Company to sign and

CHAIRMAN'S
INITIALS


for AI CHAMPDANY INDUSTRIES LTD.

Surajit Sen

AI CHAMPDANY INDUSTRIES LIMITED

execute all such papers, agreements and documents including memorandums, deeds of assignment/transfer/conveyance and any other documents with such modifications as may be required from time to time, and to do all such acts, deeds, matters and things and to give such directions as may be required or deemed necessary or as may be desirable or expedient for the purposes of giving effect to the transaction and fulfilling any or all conditions for and on behalf of the Company including, without limitation, making requisite filings and representations to any applicable Registrar of Companies and any other regulatory/statutory/governmental bodies, as required, giving customary representations and warranties, together with such indemnities as may be deemed necessary and/or expedient, in their discretion and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard for completion of the transaction as aforesaid in the best interest of the Company."

The Company Secretary be and is hereby authorised to display the result of Postal Ballot on the Notice Board of the Company, to publish the same in the newspaper, to intimate to such other authorities as may be required, to file the necessary forms with the Registrar of Companies and to take such steps as may be needed in the matter.


Executive Director

14/3/14

AI CHAMPDANY INDUSTRIES LTD.


Company Secretary

CHAIRMAN'S
INITIALS

Result of Postal Ballot

For Equity shares of Rs.5 each fully paid up

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	14779774	14779774	100	14779774	0	100	0
Public – Institutional holders	2750952	2558332	92.99	2558332	0	100	0
Public-Others	9890105	6169	0.06	6169	0	100	0
Total	27420831	17344275	63.25	17344275	0	100	0

For 2% Cumulative Preference Shares of Rs.5 each fully paid-up *

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9779556	9779556	100	9779556	0	100	0
Public – Institutional holders	2558332	2558332	100	2558332	0	100	0
Public-Others	76465	500	0.65	500	0	100	0
Total	12414353	12338388	99.38	12338388	0	100	0

*Entitled to vote Pursuant to Section 87 of the Companies Act, 1956.
The resolution has therefore been approved by the shareholders unanimously.

cor-AI CHAMPDANY INDUSTRIES LTD.

Surajit Sen
Company Secretary