

CHAMPION COMMERCIAL CO. LIMITED

Registered Office: P-15, New C.I.T. Road, Kolkata, West Bengal – 700 073.

Corporate Office: 305, Embassy Centre, Nariman Point, Mumbai – 400 021.

CIN: L51909WB1982PLC034891

Tel: 033-22372190

Fax: 033-22379226

Email ID: mumbai@singhaniagroup.com

Website: www.championcommercial.in

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of members of '**Champion Commercial Co. Limited**' will be held on **Monday, September 10, 2018 at 3.00 p.m.** at the registered office of the Company situated at **P-15, New C.I.T. Road, Kolkata, West Bengal – 700 073** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sushil Kumar Singhanian (DIN: 00379991), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and 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 provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. M. L. Bhunia and Co. LLP (Firm Registration No.: 101484W / W100197) Chartered Accountants, as Statutory Auditor of the Company, be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors after taking into consideration the volume of work involved.”

SPECIAL BUSINESS:

4. To appoint Mr. Vikas Kumar Kataruka (DIN: 00169504) as an Independent Director 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 provisions of Sections 149, 152, read with Schedule-IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikas Kumar Kataruka (DIN: 00169504), who qualifies for being appointed as an Independent Director and who was

appointed as an Additional Director of the Company with effect from August 14, 2018, pursuant to the provisions of section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the period of 05 (five) years.”

Loan to Interested Parties:

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 read with Section 186 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) read with and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members to be accorded to advance loans including loans represented by book debt which shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) in any manner during the financial year 2018 -19 to any of the Directors and/ or to any person in whom the directors is interested or to give any guarantee or provide any security in connection with any loan taken by him or such other person on such Terms and Conditions to be approved by the members.”

TERMS AND CONDITIONS

1.	Name of the Party	Champion Advanced Materials Private Limited
2.	Name of the Director or Key managerial personnel who are interested	Sushil Kumar Singhania (DIN: 0037991) Gaurav Singhania (DIN: 01186568)
3.	Monetary Value	Up to Rs. 5,00,00,000/-
4.	Nature, Particulars of the transaction or contract or arrangement	Loan / Guarantee / Securities given to Company in which Sushil Kumar Singhania & Gaurav Singhania are Common and Interested Directors.
5.	Purpose of use	Only use for Principal business activities and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.
6.	Any other information relevant or important for members to make a decision for proposed transaction or contract or arrangement	Rate of Interest 1% more than the rate of prevailing yield of one year, three years, five years or ten years Government Security. Repayment of Loan as per mutual consent with

“**RESOLVED FUTHER THAT** the board shall ensure that transactions are in the use of principal business activity and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in the above and to settle all matters arising out of and incidental thereto and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving to this resolution.”

Change of Designation of Mr Gaurav Singhania (DIN: 01186568) from Director to Managing Director (MD) and Chief Executive Officer (CEO) of the Company with immediate effect:

6. To consider change of Designation of Mr Gaurav Singhania (DIN: 01186568) from Director to Managing Director (MD) and Chief Executive Officer (CEO) of the Company with immediate effect and in this regard if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being force), consent of the members of the Company be and is hereby accorded for changing the Designation of Mr. Gaurav Singhania (DIN: 01186568) from Director to Managing Director (MD) and Chief Executive Officer (CEO) of the Company with immediate effect, for a period of 05 (Five) years, on the terms and condition as mentioned below:

Salary: Rs. 3,00,000/- (Rupees Three Lakh Only) per month;

Perquisites:

1. Car: Rs. 2,400/- (Rupees Two Thousand Four Hundred Only) per month;
2. Driver: Rs. 900/- (Rupees Nine Hundred Only) per month;
3. National Pension Scheme (NPS): Rs. 3,60,000/- (Rupees Three Lakh Sixty Thousand Only) per annum;
4. Furnished House: Rs. 55,500/- (Rupees Fifty Five Thousand Five Hundred Only) per month.

Yearly Remuneration: Rs. 46,65,600/- (Rupees Forty Six Lakh Sixty Five Thousand Six Hundred Only).

“RESOLVED FURTHER THAT where in any financial year during the currency of his tenure the company has no profit or inadequate profit, Managing Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which Shall also have the authority to decide on the quantum, composition and periodicity of payment such minimum remuneration subject that such minimum remuneration shall not exceed the limit prescribed under Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and submit the requisite e-forms, documents etc. and file the same

with the Registrar of Companies (RoC), Mumbai, Maharashtra or with any any other authority as may be required to give effect to the aforesaid resolution.”

**By the order of the Board
For Champion Commercial Co. Limited**

**Registered Office:
P-15, New C.I.T. Road,
Kolkata, West Bengal – 700073**

**Lucky Patel
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: August 14, 2018**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid business is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from September 03, 2018 to September 12, 2018 (both days inclusive).

9. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries at least a week in advance of the date of the Meeting addressed to the website "www.championcommercial.in"
10. Only individual members/ shareholders, holding shares in physical form who wish to nominate a person under section 72 of the Act, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/demat form, the members may please contact their respective DPs.
11. In terms of section 101&136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices / documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website: www.championcommercial.in of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Registered Office at: P-15, New C.I.T. Road, Kolkata, Bengal – 700073 or at Corporate Office: 305, Embassy Centre, Nariman Point, Mumbai – 400021 quoting their folio number(s) or their DP/ CLIENT IDs.
12. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
13. Members holding shares in physical form are requested or intimate changes with respect to their bank account (viz.name and address of the branch of the bank, MICR code of branch, type of account and account number), man date, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company.
16. Members can inspect the register of director and key managerial personnel and their shareholding, required maintained under section 170 of the Companies Act 2013 and register if contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act 2013 during the course of the meeting at the venue.

17. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 04

Mr. Vikas Kumar Kataruka (DIN: 00169504) was appointed as an Additional Director of the Company with effect from August 14, 2018. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vikas Kumar Kataruka (DIN: 00169504) holds office up to the date of the ensuing Annual General Meeting and not liable to retire by rotation.

Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Vikas Kumar Kataruka (DIN: 00169504), be appointed as an Independent Director on the Board of the Company

The appointment of Mr. Vikas Kumar Kataruka (DIN: 00169504), shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member proposing the candidature of Mr. Vikas Kumar Kataruka (DIN: 00169504) for the office of Director of the Company. Mr. Vikas Kumar Kataruka (DIN: 00169504) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Vikas Kumar Kataruka (DIN: 00169504) that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Vikas Kumar Kataruka (DIN: 00169504) fulfils the conditions for his appointment as an Independent Director as specified in the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Vikas Kumar Kataruka (DIN: 00169504) is independent of the management and possesses appropriate skills, experience and knowledge.

The Resolution seeks the approval of Members for appointment of Mr. Vikas Kumar Kataruka (DIN: 00169504) as an Independent Director of the Company for a period of 05 (five) years.

Mr. Vikas Kumar Kataruka (DIN: 00169504), aged 49 years is commerce graduate. He is Director in Nishant Properties Private Limited since 1989. Further, he is also Director in two more private limited Companies.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way, interested or concerned, financially or otherwise, in the resolution set out at item no. 04 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. in Item no. 04 of the Notice for approval of the Members.

ITEM NO. 5

Pursuant to the provisions of Section 185 read with Section 186 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') read with and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members to be accorded to advance loans including loans represented by book debt which shall not exceed Rs.5,00,00,000/- (Rupees Five Crore Only) in any manner during the financial year 2018 -19 to any of the Directors and/ or to any person in whom the directors is interested or to give any guarantee or provide any security in connection with any loan taken by him or such other person. The particulars of Terms and Conditions, which are required to be stated in the Explanatory Statement as per Section 185 of the Companies Act, 2013 ('the Act') read with and the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

TERMS AND CONDITIONS

1.	Name of the Party	Champion Advanced Materials Private Limited
2.	Name of the Director or Key managerial personnel who are interested	Sushil Kumar Singhania (DIN: 0037991) Gaurav Singhania (DIN: 01186568)
3.	Nature, Particulars of the transaction or contract or arrangement	Loan / Guarantee / Securities given to Company in which Sushil Kumar Singhania & Gaurav Singhania are Common and Interested Directors.
4.	Monetary Value	Up to Rs. 5,00,00,000/-
5.	Purpose of use	Only use for Principal business activities and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.
6.	Any other information relevant or important for members to make a decision for proposed transaction or contract or arrangement	Rate of Interest 1% more than the rate of prevailing yield of one year, three years, five years or ten years Government Security. Repayment of Loan as per mutual consent.

The Board of Directors Recommend the Resolution set out at item no. 5 as a Special Resolution.

All the Directors/ Key Managerial Personnel or their relatives who are members of the Company, may deemed to be concerned or interested in the item no.5 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every member of the Company.

ITEM NO. 6

The Board of Directors of the Company, at its meeting held on August 14, 2018, has approved change of Designation of Mr Gaurav Singhania (DIN: 01186568) from Director to Managing Director (MD) and Chief Executive Officer (CEO) of the Company with effect from

September 10, 2018, subject to the approval of Shareholders in the ensuing Annual General Meeting on the terms and condition as mentioned below:

Salary: Rs. 3,00,000/- (Rupees Three Lakh Only) per month;

Perquisites:

1. Car: Rs. 2,400/- (Rupees Two Thousand Four Hundred Only) per month;
2. Driver: Rs. 900/- (Rupees Nine Hundred Only) per month;
3. National Pension Scheme (NPS): Rs. 3,60,000/- (Rupees Three Lakh Sixty Thousand Only) per annum;
4. Furnished House: Rs. 55,500/- (Rupees Fifty Five Thousand Five Hundred Only) per month.

Yearly Remuneration: Rs. 46,65,600/- (Rupees Forty Six Lakh Sixty Five Thousand Six Hundred Only).

The present proposal is to seek the shareholders' approval for change of Designation of Mr Gaurav Singhania (DIN: 01186568) from Director to Managing Director (MD) and Chief Executive Officer (CEO) of the Company with immediate effect in terms of the applicable provisions of the Companies Act, 2013

The Board recommends the Ordinary Resolution set out at item no. in Item no. 06 of the Notice for approval of the Members.

**By the order of the Board
For Champion Commercial Co. Limited**

**Registered Office:
P-15, New C.I.T. Road,
Kolkata, West Bengal – 700073**

**Lucky Patel
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: August 14, 2018**

ATTENDANCE SLIP

I/We..... R/o hereby record my/our presence at the 36th Annual General Meeting of the Company on held on Monday, September 10, 2018 at 3.00 p.m. at the registered office of the Company situated at P-15, New C.I.T. Road, Kolkata, West Bengal – 700 073.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report for **Champion Commercial Co. Limited** and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2018 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

PROXY FORM

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

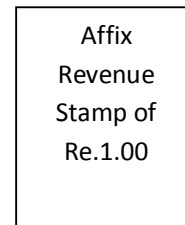
* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on Monday, September 10, 2018 at 3.00 p.m. at the registered office of the Company situated at P-15, New C.I.T. Road, Kolkata, West Bengal – 700 073 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this day of..... 2018
Signature of shareholder.....
Signature of Proxy holder(s) (1).....
Signature of Proxy holder(s) (2).....
Signature of Proxy holder(s) (3).....



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions and Notes, please refer to the Notice of the 36th Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE:

Champion Commercial Co. Ltd.

Address: P-15 New C I T Road, 1st Floor, Kolkata – 700 073

