



THE WESTERN INDIA COTTONS LTD

C.S.T.No.: 32120205715 C
TIN No. : 32120205715
PAN : AACT 8519J
CIN : L17115KL1954PLC001709

P.O. PAPPINISSERI, CANNANORE 670 561, KERALA, INDIA. TEL- 0497-2761353. FAX: 0497-2702977
E-Mail: wicottonltd@gmail.com

**REPORT ON THE 62nd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE
WESTERN INDIA COTTONS LTD., HELD ON TUESDAY THE 26TH SEPTEMBER 2017 AT
11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT PAPPINISSERI**

1. Attendance :

Directors Present:

Shri P.K.Shameem, Shri R.S.Nair,,Shri.T.T.P.Mahamood, Shri Ramachandra Shetty,
Shri A.K.Shereif & Smt Nadeera Shameem

The Statutory Auditors have requested the Company for exempting their representative from attending the AGM owing to several unavoidable professional engagements on that day, which has been agreed to by the Company.

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BSE listing Center on 22-08-2017 which was acknowledged by BSE vide its reference no.136749 dated 22-08-2017.

- ii. Letter sent to Cameo Corporate Services enclosing Notice of the AGM along with six sets of Annual Reports and a soft copy of the Annual Report on 29-08-2017.

The Notice of the AGM was filed on 23-08-2017 at the BSE Listing Center vide Id no.137379 dated 23-08-2017 and the Annual Report on 25-08-2017 and confirmed by BSE vide transaction id no.25082017507658658 dated 25-08-2017.

The Annexure -1 Statement showing the impact of Audit Qualifications was filed with the BSE Listing Center on 07-09-2017 and confirmed by BSE vide reference id no: 07092017509309 dated 07-09-2017.

- iii. Letters enclosing the notice and Annual Report sent to all Directors and Statutory Auditors on 02-09-2017.

- iv. Specific mention was made in the notice about the electronic voting and details and processes were well explained in the notice. The commencement of E-voting was declared at 09.00 AM on 23rd September 2017 and closure at 05.00PM on 25th September 2017.

- v. Shri Murali Kanniyath, Company Secretary in Practice was appointed as Scrutinizer to oversee the voting process and declare the final result based on the outcome.

- vi. As participant on green initiative introduced by the MCA, 83 annual reports were dispatched on 2.9.2017 directly by M/s. Cameo Corporate Services, our Share Registrar, to the Shareholders whose Email Ids have been registered with them.

- vii. As part of the voting process, in addition to electronic voting an opportunity was also rendered to those shareholders who were physically present at the venue of the AGM, excluding those present but already voted electronically, to cast their votes in physical form using ballot papers.

- viii. Annual Report which is inclusive of the notice of the AGM were physically dispatched to the rest of the shareholders by registered post parcel. The dispatches were completed on 02-09-2017.

- ix. A Notice about the AGM was also published in one English paper, the Deccan Chronicle, and one in vernacular language (Malayalam), the Kerala Kaumudhi on 03.09.2017 which covered the aspect of transaction of business through remote voting facility as well.



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- x. The electronic votes were directly registered at the relevant site created for the purpose maintained by CDSL.
- xi. The result of the physical voting at the venue of the AGM was personally supervised by the Scrutinizer and the same was uploaded by him to the relevant portal for consolidation.
- xii. The result of the E-voting and voting in physical form was consolidated by the Scrutinizer which indicates that 123 members voted in the AGM which includes both E Voting and physical voting resulting in 1402028 votes cast by the members, of which Nil votes were declared as invalid.
- xiii. In view of the report of the Scrutinizer to the Chairman in his letter dated 27-09-2017 declaring 123 members casting 1402028 votes, which were valid and in favor of the five resolutions, all the five resolutions stand adopted at the 62nd Annual General meeting held on 26.09.2017.
- xiv. In the venue of the meeting all the procedures and processes with regard to



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RESOLVED THAT Mrs.Nadeera Shameem (DIN: 07138353), who retires by rotation, be and is hereby re-appointed as Director of the Company.

3. **RESOLVED THAT**, pursuant to Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s. Varma & Varma, Chartered Accountants (Firm registration number : 004532S) be and is hereby appointed as the statutory auditors of the Company, to hold office for a period of two consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors."

AS SPECIAL BUSINESS:

4. "RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Shereif Arhinnal Karuvan (DIN: 02368732), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12.11.2016 up to 11.11.2021."
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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Puthiya Kottal Shameem (DIN: 01218800) as Managing Director of the Company for a period of three years



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Committee depending on the financial position of the Company and recommendation placed before the Annual General meeting for approval of the shareholders.

7. Particulars with respect to any adjournment, postponement of meeting, change in venue; NOT APPLICABLE
8. Any other points relevant for inclusion in the report.: NIL

Dated: 27.09.2017
Place: Kannur

For The Western India Cottons Ltd

P.K.Shameem
Managing Director
DIN - 1218800