



JAYSHREE CHEMICALS LIMITED

Regd. Office : 31, Chowringhee Road, Kolkata-700016

CIN: L24119WB1962PLC218608

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ADDENDUM TO THE NOTICE OF THE 58TH ANNUAL GENERAL MEETING OF JAYSHREE CHEMICALS LIMITED

Addendum to the Notice of 58th Annual General Meeting of the members of the Jayshree Chemicals Limited to be held on Tuesday, the 15th September, 2020 at 3 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

As the company received a notice in writing from a member proposing continuation of directorship of Shri Satish Kapur (DIN:00051163), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 subsequent to printing of the Notice of the 58th AGM, an Addendum to the Notice of 58th AGM is being circulated along with the Notice of 58th AGM to the members in terms of the aforesaid Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and provisions of the Companies Act, 2013. Your Directors recommend the following resolution for continuation of directorship of Shri Satish Kapur (DIN:00051163), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your approval in the AGM, as part of the Special Business, as set forth below:

Item No. 3. To approve continuation of directorship of Shri Satish Kapur (DIN:00051163), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Shri Satish Kapur [Director Identification Number (DIN): 00051163], Non-Executive Independent Director of the Company, aged 75 years, whose present term of office is for 5 (five) years, appointed with effect from the 55th (Fifty Fifth) Annual General Meeting of the Company held on September, 26, 2017 till September 25, 2022, and whose continuation in office with effect from January 27, 2020 requires approval of Members by way of Special Resolution being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Shri Satish Kapur as a 'Non-Executive Independent Director' of the Company, to hold office for his remaining term of office with effect from January 27, 2020 upto September 25, 2022, not liable to retire by rotation."

Place : Kolkata

Date: 1st September, 2020

Registered Office:

31, Chowringhee Road, Kolkata-700016



By Order of the Board

S.K. Lahoti

Company Secretary

ICSI Mem. No. ACS 11399

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. Relevant documents referred to in this Addendum to Notice of 58th AGM are open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
3. This Addendum to the Notice of 58th AGM is available along with the Notice of 58th AGM on the website of the Company www.jayshreechemicals.com.
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 58th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 58th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Members of the Company, at their 55th (Fifty Fifth) Annual General Meeting held on September 26, 2017, had granted approval for appointment of Shri Satish Kapur (DIN:00051163), as Non-Executive Independent Director of the Company for a term of 5 (five) years, w.e.f. September 26, 2017 upto September 25, 2022, not liable to retire by rotation.

As Shri Satish Kapur who has attained the age of 75 from 27th January, 2020 shall continue as Director of the Company by taking approval of the members of the Company by way of passing of Special Resolution.

Accordingly, the continuation as Non-Executive Independent Director with effect from January 27, 2020 shall require approval of the Members by way of passing Special Resolution.

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company with effect from January 27, 2020 is as under:

The Board of Directors of the Company have recommended the continuation of Shri Satish Kapur as "Independent Director" of the Company, considering his rich experience, expertise and valuable contribution made to the Board of Directors of the Company. His presence on the Board adds more value and gives confidence to the Board in its decisions.

In the opinion of the Board, Shri Kapur fulfils the conditions specified in the Act and the Rules made thereunder as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Shri Kapur has already submitted necessary declaration pursuant to Section 149(7) of the Act to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

Shri Satish Kapur, who is above 75 years of age, is a Director of the Company since 27th March, 2006 and Independent Director of the Company since 27th September, 2014. He specialises in Marketing and Management. He is acting as representative of a foreign company to sell its Newsprint to major publishers in India and another foreign company for supplying its products to the Laminating Industry.

Shri Kapur is the Honorary Director of the Consular Corps of Kolkata and the Honorary Consul of the Consulate of Finland. Shri Kapur is on the Committee of the Indian Chamber of Commerce and Bharat Chamber of Commerce. He is the past President of Saturday Club and the Rotary Club of Kolkata. He is also the past President of Federation of Corrugated Box Manufacturers of India.

Shri Kapur is the Designated Partner of Crossley & Towers LLP; and B.N. Kapur LLP; and a Director of Vaikunt Paperboard Pvt. Ltd.; Vertex Paperboard Marketing Pvt. Ltd.; Helles Investments Pvt. Ltd.; Vantage Paper Board Pvt. Ltd.; Ospak Cyfox Paper Co. (Pvt.) Ltd.; Hindustan Engineering & Industries Ltd.; Ludlow Jute & Specialities Ltd.; Visa International Ltd.; Visa Infrastructure Ltd.; and Visa Minmetal Ltd.

Shri Kapur does not hold any Shares of the Company in his own name and is not related to any Director of the Company.

The Members are therefore, requested to grant their approval by way of Special Resolution for the Continuation of directorship of Shri Satish Kapur DIN No: 00051163 as a 'Non-Executive Independent Director' upto 25.09.2022, not liable to retire by rotation.

Shri Kapur shall receive sitting fees from the Company for attending all meetings of the Board or any Committee of the Board.

No Director except Shri Satish Kapur himself and Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Special Resolution.

The Board recommends the Resolution set out at Item No.3 of the convening Notice.

This Statement may also be regarded as a disclosure under the Listing Regulations.

By Order of the Board



S.K. Lahoti

Company Secretary

ICSI Mem. No. ACS 11399

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