



## Jayshree Chemicals Limited

Regd. Office : 31, Chowringhee Road, Kolkata-700 016

CIN: L24119WB1962PLC218608

Phone :033-22656271 (8 Lines) Fax : 033-22263257 E-mail : jcl@jayshreechemicals.com

Website :www.jayshreechemicals.com

### Notice

NOTICE is hereby given that the 56th Annual General Meeting of the Company will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 on Tuesday, the 25th September, 2018 at 11.30 A.M. to transact the following business:-

#### ORDINARY BUSINESS

1. To receive and adopt the statement of Profit and Loss of the Company for the year ended 31st March, 2018 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Shree Kumar Bangur holding Din: 00053237, who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-  
Resolved that Shri Krishna Kumar Kothari holding Din:00233174, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company from the date of passing this Resolution.
4. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Listing Regulations, Shri Krishna Kumar Kothari holding Din: 00233174, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years from the date of passing this Resolution and that Shri Krishna Kumar Kothari shall not be liable to retire by rotation.

By Order of the Board

Date: 15th June, 2018

S.K.Lahoti

*Company Secretary*

#### IMPORTANT NOTES:

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii) The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 both days inclusive.
- iii) Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business at the Meeting is annexed.
- iv) Shareholders desiring any information on the Accounts are requested to write to the Company in advance to enable the Company to keep the information ready.
- v) In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual Shareholders. Shareholders holding Shares in physical form and desirous of availing the above facility are advised to submit their Nominations in Form SH.13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. Shareholders holding Shares in the dematerialised form are advised to contact their Depository Participant in this behalf.
- vi) The Company's Shares are available for dematerialisation both on National Securities Depository Limited and Central Depository Services (India) Ltd. and its ISIN No. is INE693E01016.
- vii) Shareholders, who hold Shares in dematerialised form, are requested to bring their Client ID and DPID Nos. for easier identification of attendance at the Meeting.
- viii) The Company is concerned about the environment. The Ministry of Corporate Affairs, Government of India, through its Circular Nos.17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its Green Initiative.

Accordingly, we propose to send annual report and other documents to the email address provided by you to your depository participant/ Registrar of the Company viz. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700001.

We request you to update your email address with your depository participant/ Registrar to ensure that the annual report and other documents reach you on your preferred email.

## Notice

- ix) In terms of Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the information pertaining to the Director, who retires by rotation and is proposed to be re-appointed, is given below:

Shri Shree Kumar Bangur, who is about 69 years of age, is a Director of the Company since 1st August, 1985. He is an eminent industrialist hailing from the well known family of Bangurs - the Scions of Industry and noted philanthropists. He is a Graduate from Calcutta University. Shri Bangur has wide experience of various industries like paper, newsprint, cables, chemicals, plantations, etc. He has been actively involved with the activities of Indian Paper Manufacturers' Association and has also been the President of the same. Shri Bangur is a former President of the Indian Chamber of Commerce, Kolkata and the Executive Committee Member of the Federation of Indian Chambers of Commerce & Industry (FICCI). He is also associated with various charitable and philanthropic organisations carrying on the traditions of the illustrious Bangur Family.

Shri Bangur is the Chairman and Managing Director of West Coast Paper Mills Limited; Chairman of Jayshree Chemicals Limited, The Diamond Company Limited, Kilkotagiri And Thirumbadi Plantations Ltd., Mothola Company Limited, Shree Satyanarayan Investments Co. Limited and Union Company Limited and the Director of Fort Gloster Electric Limited, The Marwar Textiles (Agency) Private Limited, Shree Satyanarayan Properties Private Limited, Precious Tools Private Ltd. and West Coast Opticable Ltd.

Shri Shree Kumar Bangur holds 4,37,500 Equity Shares of the Company in his own name.

- x) The Securities and Exchange Board of India 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar of the Company.
- xi). Voting through electronic means.
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
- 1) The remote e-voting period commences on Saturday, the 22nd September, 2018 (09:00 A.M.) and ends on Monday, the 24th September, 2018 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th July, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - 2) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - 3) Click on "Shareholders" tab.
  - 4) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - 5) Next enter the Image Verification as displayed and Click on Login.
  - 6) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- 7) If you are a first time user follow the steps given below:

## Notice

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>▲ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>▲ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <ul style="list-style-type: none"> <li>▲ Please Enter the DOB or Bank Account Number in order to Login.</li> <li>▲ If both the details are not recorded with the depository or Company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (4).</li> </ul>

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for "JAYSHREE CHEMICALS LIMITED" on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 17) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Note for Institutional Shareholders & Custodians :
- ▲ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ▲ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ▲ After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ▲ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ▲ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## Notice

- 19) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- 20) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xii) Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote through e-mail at [jaiswalarun82@gmail.com](mailto:jaiswalarun82@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24th September, 2018 upto 5:00 P.M. without which the vote shall not be treated as valid.
- (xiii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
- (xiv) The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 27th July, 2018.
- (xv) The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (xvi) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xvii) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Registrar/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- (xviii) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 18th September, 2018 are requested to send the written / email communication to the Company at [sklahoti@jayshreechemicals.com](mailto:sklahoti@jayshreechemicals.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- (xix) Shri Arun Kumar Jaiswal, Practising Company Secretary (Certificate of Practice Number: 12281) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xx) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jayshreechemicals.com](http://www.jayshreechemicals.com) and on the website of CDSL. The same will be communicated to the Bombay Stock Exchange Limited.

### Statement Pursuant to Section 102 of the Companies Act, 2013

#### Re: Item No.3

The Board of Directors of the Company ('the Board') at its Meeting held on 21st May, 2018 appointed Shri Krishna Kumar Kothari holding Din 00233174 as an additional Director of the Company with effect from the said date. Shri Kothari shall hold office as such additional Director upto the date of the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from a member in terms of Section 160 read with Section 115 of the Companies Act, 2013 ('the Act') signifying their intention to propose the appointment of Shri Krishna Kumar Kothari as a Director of the Company. Requisite consent pursuant to Section 152 of the Act, has been filed by Shri Krishna Kumar Kothari to act as Director, if appointed.

The Board considers that the appointment of Shri Krishna Kumar Kothari as a Director of the Company would be beneficial to the Company. The Board recommends the Resolution set out at Item No.3 of the convening Notice.

No Director except Shri Krishna Kumar Kothari himself and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

## Notice

### Re. Item No.4

Shri Krishna Kumar Kothari, who is about 61 years of age is a Director of the Company since 21st May, 2018. He specialises in Textile Industry.

Shri Kothari is the Director of Mithola Company Limited; Shree Krishna Hosiery Private Limited; Anant Shree Viniyog Private Limited; Kothari Hosiery Factory Private Limited; Kothari Distributors Private Limited; Neuron Logistics Private Limited; Sri Krishna Commercial Co. Limited and Kothari Knitting Mills Pvt. Ltd. Shri Kothari do not hold any Shares of the Company in his own name and is not related to any Director of the Company.

Shri Kothari 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.

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

In terms of Section 149 and any other applicable provisions of the Act, Shri Kothari is proposed to be appointed as a non rotational Independent Director for 5 consecutive years from the date of passing of the proposed Ordinary Resolution.

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

Copy of the draft letter for appointment of Shri Kothari as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the Resolution set out at Item No.4 of the convening Notice.

No Director except Shri Krishna Kumar Kothari himself and Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Ordinary Resolution.

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

By Order of the Board

Date: 15th June, 2018

S.K.Lahoti

Company Secretary

