

## **JAYSHREE CHEMICALS LIMITED**

Registered Office: P.O. Jayshree - 761025, District: Ganjam, Odisha  
Corporate Office: 31, Chowringhee Road, Kolkata - 700016  
Phone: (06811) 254319, Fax: (06811) 254384 Website: [www.jayshreechemicals.com](http://www.jayshreechemicals.com)  
Email: [jcl@jayshreechemicals.com](mailto:jcl@jayshreechemicals.com)  
CIN: L24119OR1962PLC007123

### **NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Members,

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (“**Rules**”) including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below are proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said Resolutions setting out all material facts concerning the Resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed Shri Arun Kumar Jaiswal, Practicing Company Secretary (Certificate of Practice Number: 12281) of 29/2 Purvasa Park, Rania North, Near Millenium Club, Kolkata -700070, as Scrutinizer for conducting this Postal Ballot/e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before the close of working hours on 2<sup>nd</sup> March, 2016. Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting as contained in this Notice.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting (“**e-voting**”) facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to its Members. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman of the Company will announce the results on 4<sup>th</sup> March, 2016 at 3 P.M. at Corporate Office of the Company at 31, Chowringhee Road, Kolkata-700016. The said results would be displayed at the notice board of the Company, intimated to the Bombay Stock Exchange where the Company’s shares are listed, published in the newspapers and displayed on the Company’s website viz. [www.jayshreechemicals.com](http://www.jayshreechemicals.com).

**Date:** 8<sup>th</sup> January, 2016

**By Order of the Board,  
For Jayshree Chemicals Limited  
sd/-  
R.K.Gupta  
Company Secretary**

**PROPOSED RESOLUTIONS:**

1. To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

Resolved that pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with applicable provisions of the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 and subject to the approval of the Central Government and other necessary approval(s), if any, in this regard from appropriate authority(ies), and/ or sanction(s) as may be required, specified, imposed or suggested by the appropriate authorities, while granting any such approval(s), consent(s), permission(s), modification(s) and/or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall, include any Committee(s) of the Board already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from P.O. Jayshree-761025, Dist: Ganjam (Odisha) to the State of West Bengal i.e. within the jurisdiction of the Registrar of Companies, West Bengal.

Resolved further that pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals/ sanctions as may be required, existing Clause II of the Memorandum of Association of the Company be substituted by the following:

*"II. The Registered Office of the Company will be situated in the State of West Bengal".*

Resolved further that for the purpose of giving effect to the above resolutions, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do and perform all such acts, matters, deeds and things, as it may at its discretion deem necessary, desirable, proper, expedient or incidental for implementation of the above Resolutions including but not limited to, delegation of all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company to implement the above Resolutions, to sign, seal and execute all deed(s), application(s), document(s) etc. that may be required on behalf of the Company or to settle any questions, difficulties or doubts that may arise in regard to the above resolutions, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

2. To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

Resolved that subject to the approval of the Central Government, the Company hereby approves the reappointment of and the remuneration payable to Shri Prabhu Nath Ojha as the Whole-time Director designated as Executive Director of the Company for a further period with effect from 17<sup>th</sup> August, 2015 to 31<sup>st</sup> March, 2016 upon the terms and conditions set out in the Agreement to be entered into by the Company with Shri Prabhu Nath Ojha in this

behalf, a copy whereof initialled by the Chairman for the purpose of identification is placed before the Meeting.

3. To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

Resolved that pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to:

a) Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any one time shall not exceed rupees 10,00,00,000/- (Rs. Ten crores) only;

b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, guarantee and security outstanding at any one time shall not exceed rupees 15,00,00,000/- (Rs. Fifteen crores) only;

Resolved further that the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this Resolution.

**Date:** 8<sup>th</sup> January, 2016

**By Order of the Board,  
For Jayshree Chemicals Limited  
sd/-  
R.K.Gupta  
Company Secretary**

**NOTES:**

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date of 8<sup>th</sup> January, 2016.
3. The Board of Directors of the Company has appointed Shri Arun Kumar Jaiswal, Practicing Company Secretary (Certificate of Practice No.12281), as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Chairman of the Company. The results of the Postal Ballot will be declared on 4<sup>th</sup> March, 2016 at the Corporate Office of the Company and will be communicated to the Stock Exchange where the shares of the Company are listed.
4. Notice of Postal Ballot is being sent to those Shareholders who have registered their E-Mail IDs for receipt of documents in electronic mode and to others the Notice is being sent by post along with Postal Ballot Form. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link [www.jayshreechemicals.com](http://www.jayshreechemicals.com) or seek duplicate Postal Ballot Form from the Company/Registrar and Share Transfer Agent.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date of 8<sup>th</sup> January, 2016.
6. In compliance with Clause 35B of the Listing Agreement and Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided facility to the members to exercise their votes electronically and the members may vote on the resolutions through the e-voting service facility provided by CDSL.
7. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of Dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Ganjam, Odisha.
8. **GENERAL INSTRUCTIONS:**
  - I. A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. In case a shareholder opts for both the modes, then voting cast through e-voting shall be considered.
  - II. Voting period commences on and from **2<sup>nd</sup> February, 2016 at 10.00 A.M. and ends on 2<sup>nd</sup> March, 2016 at 5.00 P.M.**
  - III. The results of the Postal Ballot and e-voting will be announced on **4<sup>th</sup> March, 2016** at the Corporate Office of the Company and shall also be published in the newspapers.
  - IV. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on the cut-off date of **8<sup>th</sup> January, 2016**.
  - V. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

**9. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:**

- I. The members are requested to carefully read the instructions printed hereunder and return the Postal Ballot Form duly completed with their assent (for) or dissent (against) in the enclosed Business Reply Envelope, so as to reach the Scrutinizer on or before 2<sup>nd</sup> March, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- II. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.
- III. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
- IV. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company.
- V. There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the postal ballot.
- VI. The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- VII. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- VIII. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- IX. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- X. Unsigned Forms will be rejected. The Scrutinizer's decision on the validity of the Form shall be final and binding.
- XI. A Member may request for duplicate Postal Ballot Form, if so required. However, duly completed Postal Ballot Form should reach the Scrutinizer not later than by 5.00 p.m. on 2<sup>nd</sup> March, 2016. Forms received after this date will be strictly treated as if the reply from such member has not been received.
- XII. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of 8<sup>th</sup> January, 2016 taken as the cut-off date.
- XIII. Members are requested not to send any other paper along with the Form in the enclosed Business Reply Envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- XIV. The Scrutinizer will finalize his report on the scrutiny of the Forms received and submit his report to the Chairman of the Company. The decision of the Chairman on the basis of the said

report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be available at the Registered Office and the Corporate Office of the Company on Friday, the 4<sup>th</sup> March, 2016 and will also be posted on the Company's website [www.jayshreechemicals.com](http://www.jayshreechemicals.com).

- XV. The date of declaration of postal ballot result will be taken as the date of passing of Resolutions.
- XVI. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to  
The Compliance Officer  
Jayshree Chemicals Limited  
Regd. Off: P.O. Jayshree-761025,  
Dist: Ganjam, Odisha.  
Phone no.: (06811) 254319, 254329, 254336. E-mail: [jcl@jayshreechemicals.com](mailto:jcl@jayshreechemicals.com)

#### 10. INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS :

In compliance with the provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot, the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

##### The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 2<sup>nd</sup> February, 2016 (10:00 a.m.) and ends on 2<sup>nd</sup> March, 2016 (5:00 p.m.). During this period members' of the Company, as on the cut-off date of 8<sup>th</sup> January, 2016, 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 the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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</li> </ul>

	<p>digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <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	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
Bank Account Number	<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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. "JAYSHREE CHEMICALS LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.
- (xix) 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 at **18002005533**.
11. 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 authorized signatory(ies) who are authorized to vote through e-mail at [jaiswalrun82@gmail.com](mailto:jaiswalrun82@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 2<sup>nd</sup> March, 2016 upto 5:00 p.m. without which the vote shall not be treated as valid.
  12. 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 8<sup>th</sup> January, 2016.
  13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 8<sup>th</sup> January, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  14. The Notice of Postal Ballot will be sent to all the members, whose names appear in the register of members/depositories as at closing hours of business on 8<sup>th</sup> January, 2016. The Notice of the Postal Ballot will also be sent electronically to those members whose e-mail IDs are registered with the Company / Depository Participant(s).
  15. Shri Arun Kumar Jaiswal, Company Secretary in Practice (Certificate of Practice No.12281) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  16. The Result 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 stock exchange viz. BSE Limited where the shares are listed.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1**

The Registered Office of the Company is presently situated at P.O. Jayshree-761025, Dist: Ganjam (Odisha). The Company's Caustic Soda Manufacturing Unit at Ganjam has since been acquired by Aditya Birla Chemicals (India) Limited and consequently the Company does not have any business activity at Ganjam. Most of the Directors of the Company are located at Kolkata, West Bengal and the Corporate Office of the Company is also located at Kolkata, West Bengal. In view of the above and as a measure of rationalization to carry on the business more economically and efficiently, it is proposed to shift the Registered Office of the Company from P.O. Jayshree-761025, Dist: Ganjam (Odisha) to the State of West Bengal, within the jurisdiction of the Registrar of Companies, West Bengal. As a sequel, Clause II of the Memorandum of Association of the Company is proposed to be amended accordingly.

Section 13 of the Companies Act, 2013 ("the Act") *inter alia*, provides that for shifting of the Registered Office of the Company from one State to another, approval of the Members by a special resolution and also approval of the Central Government is required. Further, pursuant to Section 110 of the Act, such special resolution is required to be passed by means of postal ballot only.

This Resolution enables the Board of Directors of the Company to shift the Registered Office of the Company from P.O. Jayshree-761025, Dist: Ganjam (Odisha) to the State of West Bengal.

The Special Resolution set out at Item No.1 of the convening Notice has to be considered accordingly and the Board recommends the same.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Special Resolution.

**Item No. 2**

Having regard to his qualifications, background and experience, the Board of Directors of the Company ('the Board') at its Meeting held on 13<sup>th</sup> August, 2015 re-appointed Shri Prabhu Nath Ojha as the Wholetime Director designated as Executive Director of the Company for further period with effect from 17<sup>th</sup> August, 2015 to 31<sup>st</sup> March, 2016 on such remuneration as may be approved by the Nomination and Remuneration Committee of the Directors of the Company ('Remuneration Committee'). The Remuneration Committee at its Meeting held on 13<sup>th</sup> August, 2015 decided the remuneration of Shri Ojha.

The terms and conditions of such re-appointment of Shri Prabhu Nath Ojha as approved by the Board are set out in the Agreement ('Agreement') to be entered into by the Company with him and an abstract of the terms thereof togetherwith information required to be given to the Shareholders pursuant to Section II of Schedule V to the Companies Act, 2013 ('the Act') is set out below:-

- I. **GENERAL INFORMATION:**
1. Nature of Industry : Chlor-Alkali
  2. Date of commencement of Commercial Production. : In the year 1967
  3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable

4.	Financial Performance based on Given indicators:	Financial <u>year</u>	Total Turnover <u>(Rs.)</u>	Net Profit/(Loss) <u>(Rs.)</u>
		2012-13	1,33,04,94,920	86,57,007
		2013-14	1,21,25,42,049	(18,06,33,574)
		2014-15	1,19,63,81,760	(28,50,26,029)

5. Foreign investments or collaborations, if any: None

## II. INFORMATION ABOUT THE APPOINTEE:

1. Background details : Shri Prabhu Nath Ojha, who is about 68 years of age, is a Bachelor of Chemical Engineering from Jadavpur University, Kolkata and has more than 44 years of experience in chemical/ process industries and power plants in many companies in various capacities. He is a Life Member of the Indian Institute of Directors; a Member of American Institute of Chemical Engineers; Indian Institute of Chemical Engineers and Institute of Engineers (India) and Charter Engineer. He is an active Rotarian. Shri Ojha is also a director of Bangur Exim Private Ltd. and PCAS Exim Private Ltd.
2. Past Remuneration
- a) Salary:-  
Basic Salary : Rs. 1,50,000/- per month
- b) Special Allowance : Rs. 20,000/- per month
- c) Perquisites:-
- i) House Rent Allowance: At the rate of 15% of the Salary per month.
- ii) Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one and a half month's Salary in each year.
- iii) Leave Travel Assistance: At the rate of one and a half month's Salary in each year.
- iv) Reimbursement of conveyance expenses: To the extent of Rs.20,000/- per month for the Company's business.
- v) Encashment of accumulated leave not exceeding two months at the end of the tenure.
- vi) Telephone: The Company will provide one telephone at his residence.
3. Recognition or Awards: Shri Ojha is the recipient of various awards including the Life Time Achievement Award from Greentech Society of India
4. Job Profile and his suitability : Shri Ojha is the Wholetime Director designated as Executive Director of the Company since 17<sup>th</sup> August, 2011. He is fully conversant with the activities of the Company. As Executive

Director, he shall devote whole of his time and attention to the business and affairs of the Company and perform such duties and exercise such powers as may from time to time be entrusted to or vested in him by the Board subject to superintendence, control and direction of the Board.

#### 5. Remuneration Proposed:-

In consideration of his services as Wholetime Director designated as Executive Director, Shri Ojha shall be entitled to receive the following by way of remuneration :-

- |                       |   |  |
|-----------------------|---|--|
| (a) Salary            | : | Rs.1,00,000/- per month  |
| (b) Special Allowance | : | Rs.7,000/- per month   |
| (c) Perquisites       | : | <ul style="list-style-type: none"> <li>i) House Rent Allowance : At the rate of 15% of the Salary per month.</li> <li>ii) Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of 12.5% of the Salary drawn by Shri Ojha during the period.</li> <li>iii) Leave Travel Assistance : At the rate of 12.5% of the Salary drawn by Shri Ojha during the period.</li> <li>iv) Reimbursement of Conveyance Expenses: To the extent of Rs.20,000/- per month for the Company's business.</li> <li>v) Encashment of accumulated leave not exceeding two months at the end of the tenure.</li> <li>vi) Telephone: The Company will provide one Telephone at his residence.</li> </ul> |

Under the Agreement Shri Ojha is entitled to leave on full pay and allowances as per the Company's Rules/ Practice in force from time to time.

The Agreement also sets out the mutual rights and obligations of the parties and other administrative details.

- |   |   |  |
|---|---|--|
| 6. Comparative Remuneration profile with respect to Industry, size of the company, profile of the position and person.    | : | The proposed remuneration is comparable with the prevalent trend in the Industry and commensurate with the size of the Company and profile of the position and the person.   |
| 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | : | Shri Ojha holds 5 Equity Shares of the Company in his own name. 4,500 Equity Shares are held by his wife and 320 Equity Shares are held by his HUF. Shri Ojha is not related to any Director or managerial Personnel of the Company. |

### III. OTHER INFORMATION

1. Reasons of loss or inadequate profits. : Steep increase in the cost of power in the state of Odisha and also increase in cost of salt and other raw materials and absence of chlorine consuming industries in the nearby area.
2. Steps taken or proposed to be taken for improvement. : The Company has sold its Chlor-Alkali Division comprising of Caustic Soda Manufacturing Unit at Ganjam (Odisha) and Salt Manufacturing Facility at Pundi (Andhra Pradesh) to Aditya Birla Chemicals (India) Limited by way of a slump sale to arrest the loss and stop depletion of the capital.
3. Expected increase in productivity and profits in measurable terms. : With the above, the Company will have surplus funds which can be utilized in profitable ventures.

### IV. DISCLOSURES

- i) The remuneration package of Shri Ojha has been given hereinabove and necessary disclosures in the Directors' Report under the heading "Corporate Governance" regarding elements of remuneration of all the Directors will be made.
- ii) The above remuneration of Shri Ojha is fixed component. There are no performance linked incentives
- iii) Service contract is from 17<sup>th</sup> August, 2015 to 31<sup>st</sup> March, 2016. Notice period is of 3 months. There is no severance fees
- iv) There are no Stock Options.

The re-appointment and remuneration of Shri Ojha as the Wholetime Director designated as Executive Director of the Company require approval of the Members of the Company in general meeting by a special resolution and also of the Central Government as because the Company had defaulted in repayment of loans to the Banks.

Copy of the draft Agreement for re-appointment of Shri Ojha as the Wholetime Director designated as Executive 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 Special Resolution set out at Item No.2 in the convening Notice has to be considered accordingly and the Board recommends the same.

Save and except Shri Prabhu Nath Ojha, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Special Resolution.

### Item No. 3

In view of the funds received by the Company upon acquisition of the Company's Chlor-Alkali Division comprising of Caustic Soda Manufacturing Unit at Ganjam (Odisha) and Salt Manufacturing Facility at Pundi (Andhra Pradesh) by Aditya Birla Chemicals (India) Limited, the Company have some surplus funds.

The Board of Directors of the Company (the Board) has considered it desirable to invest such surplus funds in securities of other bodies corporate and give loans / inter corporate deposits and also provide any guarantee or provide security in connection with a loan.

Provided that aggregate investment in securities of other bodies corporate by way of subscription, purchase or otherwise shall not exceed Rs. 10,00,00,000/- (Rupees Ten crores) outstanding at any one time. Aggregate amount of loans / intercorporate deposit to any person or body corporate or guarantee or security in connection with a loan to any person or other body corporate at any one time shall not exceed Rs. 15,00,00,000/- (Rupees fifteen crores).

As the above limits exceed the permissible limits under Section 186 of the Companies Act, 2013, permission of the members by a Special Resolution is required.

It is proposed to pass enabling resolution authorizing the Board to make investment or give loan, guarantee or provide security within the limits as mentioned in the proposed Special Resolution.

The Special Resolution set out at Item No.3 of the convening Notice has to be considered accordingly and the Board recommends the same.

None of the Directors or Key Managerial Personnel of the Company and their relatives concerned or interested in the proposed Special Resolution.

**Date:** 8th January, 2016

**By Order of the Board,  
For Jayshree Chemicals Limited  
sd/-  
R.K.Gupta  
Company Secretary**

**JAYSHREE CHEMICALS LIMITED****CIN: L24119OR1962PLC007123**

Regd. Office: P.O.Jayshree-761025, District Ganjam, Odisha

**Phone:** (06811) 254319 **Fax:** (06811) 254384 **E-mail:** jcl@jayshreechemicals.com **Website:** www.jayshreechemicals.com**POSTAL BALLOT FORM**

(Please read the instructions printed carefully before completing this Form)

Postal Ballot No.	
1.	Name & Registered address of Sole/First named Shareholder (In BLOCK LETTERS)
2.	Name(s) of the joint Shareholder(s), if any, (In BLOCK LETTERS)
3.	Registered Folio No.*/DP ID & Client ID
4.	No. of Equity Shares held

(\*Applicable to members holding shares in dematerialized form)

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Special Business stated in the Postal Ballot Notice of “JAYSHREE CHEMICALS LIMITED” (“**the Company**”) dated 8<sup>th</sup> January, 2016 by conveying my/our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution pursuant to Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 for shifting the Registered Office of the Company from P.O. Jayshree-761025, Dist: Ganjam (Odisha) to the State of West Bengal within the jurisdiction of the Registrar of Companies, West Bengal.			
2.	Special Resolution for approval of reappointment of and the remuneration payable to Shri Prabhu Nath Ojha as the Whole-time Director designated as Executive Director of the Company for a further period with effect from 17th August, 2015 to 31st March, 2016.			
3.	Special Resolution pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 for authorising the Board of Directors of the Company to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any one time shall not exceed Rs. 10,00,00,000/- (Rupees Ten crores) only and to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, guarantee and security outstanding at any one time shall not exceed Rs. 15,00,00,000/- (Rupees Fifteen crores) only.			

Place:

Date:

Signature of the Member/ Authorised Representative

**ELECTRONIC VOTING PARTICULARS**

EVSN(Electronic Voting Sequence Number)	User ID	Your PAN/Sequence No.
<b>160116002</b>		

- Note: 1. Please read carefully the instructions overleaf before completing this Postal Ballot Form.  
 2. Last date for receipt of Postal Ballot Form by the Scrutinizer is 2<sup>nd</sup> March, 2016 before 5.00 p.m.  
 3. If the voting rights are exercised electronically, there is no need to use this Form.



## **JAYSHREE CHEMICALS LIMITED**

**CIN: L24119OR1962PLC007123**

Regd. Office: P.O. Jayshree-761025 District, Ganjam, Odisha

**Phone:** (06811) 254319 **Fax:** (06811) 254384 **E-mail:** jcl@jayshreechemicals.com **Website:** www.jayshreechemicals.com

### **INSTRUCTIONS FOR VOTING IN PHYSICAL FORM**

1. Member desiring to exercise vote by physical Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Since postage is already paid by the Company, members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the member will also be accepted.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot form should be completed and signed by the Member (as per the specimen signature registered with the Company/ RTA). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case Postal Ballot Form is signed through a Delegate, a copy of Power of Attorney attested by the Member should be annexed to the Ballot Form.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
5. Voting through Postal Ballot cannot be exercised by proxies.
6. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
7. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holder(s).
8. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on 2<sup>nd</sup> March, 2016.
10. Postal Ballot Form received after this time will be treated as if not received and will not be considered for the purpose of Postal Ballot.
11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member as on 8<sup>th</sup> January, 2016.
13. A member need not use all his/her votes in the same manner.
14. Members are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The Company is pleased to offer e-voting facility as an alternative, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registrars of the Company, Niche Technologies Pvt. Ltd., 71, B. R. B. Basu Road, D-511, Bagree Market, 5th Floor, Kolkata – 700001, West Bengal. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No. 9.
17. The result of the Postal Ballot shall be announced on 4<sup>th</sup> March, 2016 at 3.00 p.m. at the Corporate Office of the Company at 31, Chowringhee Road, Kolkata- 700016, West Bengal and the same will also be posted on the website of the Company.
18. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.