



# 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 Resolution appended below is proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolution and Explanatory Statement pertaining to the said Resolution setting out all material facts concerning the Resolution 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 postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours on 19<sup>th</sup> October, 2014. 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. 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 e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolution for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman and in his absence the Executive Director of the Company

after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman and in his absence the Executive Director of the Company and in absence of the Chairman and /or the Executive Director, the Company Secretary will announce the results on 22<sup>nd</sup> October, 2014 at 3 P.M. at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Bombay Stock Exchange where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. www.jayshreechemicals.com.

**Place : Kolkata**  
**Date : 11<sup>th</sup> September, 2014**

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

### **PROPOSED RESOLUTION**

To consider, and if thought fit, to pass the following Resolution, with or without modification, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force), applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), the Memorandum of Association and Articles of Association of Jayshree Chemicals Limited (the **“Company”**) and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Securities and Exchange Board of India or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Listing Agreement entered into with the Bombay Stock Exchange on which the Company's equity shares are listed (the **“Stock Exchange”**), and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to convey, sell, transfer, assign, deliver or otherwise dispose of its Chlor Alkali business, comprising of the Chlor Alkali Manufacturing Facilities at P.O. Jayshree, Dist. Ganjam, Odisha and Salt Manufacturing Facilities at Village - Nagarampalli, Andhra Pradesh (the **“Business Undertaking”**) together with all assets, assumed liabilities, properties, resources, rights, privileges and licenses forming part of the Business Undertaking, as an inseparable whole, as a going concern on as is where is basis and as and by way of a slump sale (as defined under section 2(42C) of the Income Tax Act, 1961) to **ADITYA BIRLA CHEMICALS (INDIA) LIMITED**, a company incorporated under the Companies Act, 1956 and having its Registered Office at Ghanshyam Kunj, Garhwa Road, P.O. Rehla – 822124, District: Palamau, in the State of Jharkhand for a lumpsum cash consideration of Rs. 212,00,00,000/- (Rupees Two Hundred Twelve Crores only) (**“Transaction”**), subject to receipt of various approvals.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing, varying and settling the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Business Undertaking and to finalize, execute, deliver and perform such agreements (including but not limited to the

Business Transfer Agreement), contracts, deeds, undertakings and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities, banks and financial institutions, suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/ or State Government(s) and/ or local authorities, including but not limited to courts, municipal authorities, Registrar of Companies, customs authorities, excise authorities, income tax authorities, sales tax authorities, VAT and entry tax authorities, employees' state insurance and provident fund authorities, railways, airport authorities, telephone authorities, electricity authorities, postal authorities and / or to represent the Company before the said authorities and to sign and submit such applications, letters, forms, returns, deeds or documents and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above Resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this Resolution."

**"RESOLVED FURTHER THAT** the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid Resolution."

**Place : Kolkata**

**Date : 11<sup>th</sup> September, 2014**

**By Order of the Board,  
For Jayshree Chemicals Limited**

**R. K. Gupta**  
Company Secretary

#### **NOTES**

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 12<sup>th</sup> September, 2014.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s. Please note that e-voting is optional.
4. The Board of Directors of 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 the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the Executive Director of the Company.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Executive Director of the Company and in absence of the Chairman and/or the Executive Director, by the Company Secretary, if the result of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared on 22<sup>nd</sup> October, 2014 at 3 P.M. at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website [www.jayshreechemicals.com](http://www.jayshreechemicals.com) besides communicating the same to the Bombay Stock Exchange where the shares of the Company are listed.

6. A copy of the document referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 19<sup>th</sup> October, 2014.
7. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 12<sup>th</sup> September, 2014.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

10. **GENERAL INFORMATION**

- (i) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- (ii) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- (iii) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

11. **PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

- (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Shri Arun Kumar Jaiswal, Practicing Company Secretary (Certificate of Practice Number : 12281) at the Company's Registered Office at P.O. Jayshree - 761025, District : Ganjam, Odisha in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (iii) 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 authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. on 19<sup>th</sup> October, 2014 at the Registered Office of the Company. Postal Ballot Forms received after this date will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700001 Phone : (033) 2235 7270-71, Fax : (033) 2215 6823, E-mail:nichetechpl@nichetechpl.com or to the e-mail ID\_rkgupta@jayshreechemicals.com.  
  
Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 19<sup>th</sup> October, 2014.
- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

## **12. VOTING THROUGH ELECTRONIC MEANS**

- I. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the resolution proposed to be passed through Postal Ballot vide electronic means and the voting may be done through E-voting Services provided by Central Depository Services (India) Limited (CDSL). However, the E-voting is optional for the members.
- II. The instructions for shareholders voting electronically are as under :
  - (i) The voting period begins on 20<sup>th</sup> September, 2014 at 10.00 A.M. and ends on 19<sup>th</sup> October, 2014 at 6.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12<sup>th</sup> September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</p> <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN00S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S00C0052</p>
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>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <p><input type="checkbox"/> Please Enter the DOB or Bank Account Number in order to Login.</p> <p><input type="checkbox"/> If both the details are not recorded with the depository or Company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of 12<sup>th</sup> September, 2014</p>

- (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 (E-voting Sequence Number - 140912025 for the relevant "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 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.
  - (xviii) Note for Institutional Shareholders :
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 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)
13. 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 [jaiswalarun82@gmail.com](mailto:jaiswalarun82@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 19<sup>th</sup> October, 2014, upto 6 P.M. without which the vote shall not be treated as valid.
14. 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 (record date) of 12th September, 2014.
15. Shri Arun Kumar Jaiswal, Practising Company Secretary (Certificate of Practice no. 12281) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witnesses not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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

The Company is *inter-alia*, engaged in the business of manufacture and sale of various Chlor Alkali products and has its manufacturing facilities located at P.O. Jayshree - 761025, District Ganjam in the State of Odisha and salt manufacturing facilities located at Pundi Salt Factory, Village: Nagarampalli, District: Srikakulam in the State of Andhra Pradesh (hereinafter collectively referred to as the “**Business Undertaking**”). The Company has started incurring cash losses due to various factors i.e. realization on sale of chlorine, decline in the price of caustic soda, increase in power rates and other inputs.

**ADITYA BIRLA CHEMICALS (INDIA) LIMITED** has expressed interest in purchasing the aforesaid Business Undertaking and the consideration offered to the Company has been deemed to be commercially attractive. As such, the Company proposes to sell the Business Undertaking located at P.O. Jayshree - 761025, District Ganjam in the State of Odisha and salt works facility located at Pundi Salt Factory, Village: Nagarampalli, District: Srikakulam in the State of Andhra Pradesh, together with all assets, assumed liabilities, properties, resources, rights, privileges and licenses forming part of the Business Undertaking, as an inseparable whole, on a slump sale as a going concern basis (as defined under Section 2(42C) of the Income Tax Act, 1961) to **ADITYA BIRLA CHEMICALS (INDIA) LIMITED**, a company incorporated under the Companies Act, 1956 and having its Registered Office at Ghanshyam Kunj, Garhwa Road, P.O. Rehla – 822124, District: Palamau, in the State of Jharkhand (“**Purchaser**”), for a lump-sum consideration of Rs. 212,00,00,000/- (Rupees Two Hundred Twelve Crores only) (“**Transaction**”).”

The sale and transfer of the Business will be done on a “going concern” basis and by way of a slump sale. The proposed sale and transfer will be in conformity with the proviso to Section 25FF of the Industrial Disputes Act, 1947, ensuring that the services of concerned employees presently numbering 306 engaged in the Business Undertaking will be transferred to the Purchaser with continuity of service and on the terms and conditions of service, no less favorable than the existing ones.

It is hereby clarified that the transfer of the Business Undertaking is on a going concern basis and any determination of the value of an asset or liability for the sole purpose of payment of stamp duty, registration fees or other similar taxes shall not be regarded as assignment of values to individual assets or liabilities. It is hereby clarified that execution of any related agreements shall only be for the purposes of compliance with the provisions of applicable laws, for assigning/ novating/ transferring the right, title and interest of the Company in the respective asset(s) and/ or liability(ies) (as the case may be). Such indication of the value of the asset/ liability in the respective deeds of assignment, other related agreements and transaction documents shall not be deemed or construed as allocation of the slump sale consideration by the parties (i.e. the Company and the Purchaser) to the respective assets/ liabilities.

The Board is of the opinion that the Transaction is in the overall interest of the Members and the net proceeds from the Transaction will be available to the Company to not only invest in growth of existing business but will also open new avenues for diversifying its business activities.

The Board of Directors of the Company at its Meeting held on 8<sup>th</sup> September, 2014, approved the sale and transfer of the Business Undertaking along with its employees as well as assets and liabilities including all concerned licenses, permits, consents and approvals whatsoever, to the Purchaser and has thereafter entered into a Business Transfer Agreement with the Purchaser in relation to the same.

The above proposal is subject to the approval of the Members and other concerned authority(ies). Pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, the sale, transfer or disposal of an undertaking requires the approval of the Members by a Special Resolution.

The Business Transfer Agreement entered between the Company and the Purchaser dated 8<sup>th</sup> September, 2014 is open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 A.M. and 12.00 Noon upto the date of voting i.e. 19<sup>th</sup> October, 2014.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, commends the Resolution for your approval. None of the Directors, any other Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the said resolution.

**Place : Kolkata**

**Date : 11<sup>th</sup> September, 2014**

**By Order of the Board,**  
For **Jayshree Chemicals Limited**  
**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 overleaf carefully before completing this form)

Ballot No.:

- Name and Registered :  
Address of the Sole/First  
named Shareholder
- Name of the joint :  
Shareholder(s), if any
- Registered Folio no. :  
/DP ID No. & Client ID No.
- Number of Share(s) held :
- I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick () mark in 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 the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, for authorizing the Board of Directors of the Company to convey, sell, transfer, assign or otherwise dispose of the Company's Chlor Alkali Manufacturing Facilities at Ganjam (Odisha) and Salt Manufacturing Facilities at Pundi Salt Factory at Nagarampalli village, District Srikakulam (Andhra Pradesh) on "as is where is" basis by way of slump sale to ADITYA BIRLA CHEMICALS (INDIA) LIMITED, for a lump-sum consideration of Rs. 212,00,00,000/- (Rupees Two Hundred Twelve Crores only) as a going concern in terms of the Resolution set out in the Notice dated 11 <sup>th</sup> September, 2014 and the Explanatory Statement relating thereto.			

Place : .....

Date : .....

\_\_\_\_\_  
(Signature of the Sole / First Shareholder)

### ELECTONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User Id	Password

## INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be filled up and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on 19<sup>th</sup> day of October 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified in item 7 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date 12<sup>th</sup> September, 2014.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope 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.
11. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote for the resolution proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited. However, the e-voting is optional for the members.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 12<sup>th</sup> September, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Shri Arun Kumar Jaiswal, Practising Company Secretary (ACS - 29827 / CP - 12281) has been appointed as the Scrutinizer to conduct the entire postal ballot process in a fair and transparent manner.
14. Members are informed that the votes casted electronically shall be treated as final, in case, votes are casted by any member through both the modes, i.e., electronically as well as by exercising the votes vide postal ballot forms.
15. The Scrutinizer's decision on the validity of the vote shall be final and binding.

