



JAYSHREE CHEMICALS LIMITED

Regd. Office : 14, N.S. Road, Kolkata-700001

CIN: L24119WB1962PLC218608

Phone : 033-71500500 Fax : 033-22263257 E-mail : co.sec@jayshreechemicals.com

Website : www.jayshreechemicals.com

NOTICE is hereby given that the 63rd Annual General Meeting of the Company will be held on Tuesday, the 10th June, 2025 at 12.15 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the statement of Profit and Loss along with Statement of Cash Flows of the Company for the year ended 31st March, 2025 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 Virendraa Bangur (DIN: 00237043) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit pass with or without modification(s) the following resolution as an Ordinary resolution:
"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with any other applicable provisions of any other law for the time being in force Shri Arun Kumar Jaiswal of M/s Jaiswal A & Co. having Certificate of Practice No. 12281 and Membership No. 29827 be and are hereby appointed as Secretarial Auditor of the Company for the Company's financial years 2025-26 to 2029-2030 on such remuneration as may be mutually agreed upon by the Board of Directors and the Secretarial Auditors."

SPECIAL BUSINESS

4. To consider and if thought fit pass with or without modification the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions thereof, and such other approvals, consents, permissions and sanctions as may be necessary, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and subject to approvals, consents, permissions and sanctions of other authorities as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell / transfer /dispose off the Wind –Mill of the Company situated at Coimbatore, Tamil Nadu to M/s Vaishnav Wind Infra Pvt. Ltd, a company incorporated under the Companies Act, 1956 (Buyer) on a slump sale basis (as defined under Section 2(42C) of the Income-Tax Act, 1961) for a lump sum cash consideration as stated in the explanatory statement annexed to this Notice and on such terms and conditions as may be deemed fit by the Board"
"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, deeds/agreements of sell and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company."



Notice

“RESOLVED FURTHER THAT a certified true copy of this resolution duly signed by any Director of the Company, be sent to the concerned authority, for their information & records.”

Registered Office:
14, N.S. Road,
Kolkata-700001
Date: 24th April, 2025

By Order of the Board
For **Jayshree Chemicals Limited**
Puja Guin
Company Secretary
ICSI Mem. No. ACS29481

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at Annual General Meeting is annexed herewith as **Annexure - A**.
2. The relevant details with respect to Item nos. 2 Notice, pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are given in an annexure, annexed hereto and marked as **Annexure - B**.

Conduct of AGM through VC/OAVM

1. The Ministry of Corporate Affairs has vide its General Circular No. 09/2024 dated September 19, 2024, and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

The Registered Office of the Company shall be deemed to be the venue for the AGM. The Notice of the AGM along with the Annual Report for Financial Year 2024-2025 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agents.

- (ii). The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- (iii). The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iv). The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (v). Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- (vi). In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice and the Annual Report for Financial Year 2024-2025 has been uploaded on the Company's website at www.jayshreechemicals.com, website of Bombay Stock Exchange at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
- (vii) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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(viii). All the documents referred in the accompanying notice will be available for inspection through electronic mode on all working days till the date of this Annual General Meeting.

3. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

4. The instructions for shareholders voting electronically are as under:

The remote e-voting period commences at 9.00 A.M. (IST) on Saturday, 7th June, 2024, and ends at 5.00 P.M. (IST) on Monday, 9th June, 2025. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Tuesday, 3rd June, 2025, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Tuesday, 3rd June, 2025 ("Cut-Off Date").

SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

SEBI vide its notification dated 24th January, 2022 has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. Accordingly, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA i.e. Niche Technologies Pvt. Ltd. for assistance in this regard.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

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Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



App Store



Google Play



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| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaiswalarun82@gmail.com with a copy marked to evoting@nsdl.com and co.sec@jayshreechemicals.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to co.sec@jayshreechemicals.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to co.sec@jayshreechemicals.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

5. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at co.sec@jayshreechemicals.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at co.sec@jayshreechemicals.com between 17th May, 2025, 09.00 a.m. (IST) to 21st May, 2025 05.00 p.m. (IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Other Information

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "e-voting" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

Shri Arun Kumar Jaiswal, of M/s Jaiswal A & Co. having Certificate of Practise No. 12281 and Membership No- 29827, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

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The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.jayshreechemicals.com) and on service provider's website (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Registered Office:
14, N.S. Road,
Kolkata-700001
Date: 24th April, 2025

By Order of the Board
For **Jayshree Chemicals Limited**
Puja Guin
Company Secretary
ICSI Mem. No. ACS29481

EXPLANATORY STATEMENT:

Annexure - A

Item No. 1

Explanatory statement for item no. 4 is being provided in accordance with Section 102 of the Companies Act, 2013, and Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As per provisions of Section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Further as per provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder if the company want to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, then it requires the approval of the shareholders by way of a special resolution through Postal Ballot as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014. But as per the Companies (Amendment) Act, 2017, any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by a company and is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section. As the Company has more than 1,000 shareholders, the Company is providing facility to the members to vote electronically at the Annual General Meeting. Therefore, the Board recommends the Resolution as set out in Item No. 4 for approval of the Members as Special Resolution.

The Board of Directors of the Company, at its meeting held on April 24, 2025 had approved the resolution to sell / dispose - off its Wind – Mill situated at Coimbatore, Tamil Nadu on a slump sale basis (as defined under Section 2(42C) of the Income-Tax Act, 1961) as per the Term Sheet to be executed between the parties and as approved by the Board of Directors. The net proceeds from the sale of the Undertaking will be utilized for enhancement of working capital of the Company, future expansion program or general business purpose.

Further pursuant to Section 180(1)(a), of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the property of the Company situated at Coimbatore, Tamil Nadu to M/s Vaishnav Wind Infra Pvt. Ltd. for a consideration of 2.76 crore subject to such adjustments and the terms and conditions as may be agreed upon as per the Term Sheet and any other document to be executed between the parties in connection with the slump sale and as approved by the Board of Directors of the Company.

None of the Directors, Key Managerial Personnel or Senior Management of the Company or their respective relatives are in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

Notice

Details of the Asset being sold on slump –sale basis

| Sr. No. | Particulars | Description |
|---------|-------------------------------|--|
| 1 | Make Of WTG | Suzlon S66 model |
| 2 | Capacity of WTG | 1.25 MW |
| 3 | No.of. Wind Turbine Generator | 1 no (P211) |
| 4 | Land details | 2 Acres, Dry Land |
| 5 | Location | S.F.No. 374 (Part), Vill-Bogampatti, Taluk-Sulur, Dist- Coimbatore, Tamil Nadu 641658. |
| 6 | Date of Commissioning | 30.09.2009 |
| 7 | Sale Consideration ("PRICE") | 2.76 cr/- (ON Slump Sale Basis) |

DETAILS AS REQUIRED UNDER REGULATION 37A AND CONTINUOUS DISCLOSURE REQUIREMENTS AS PER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

| S. No | Particulars | Details |
|-------|---|---|
| A | The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year. | Turnover- 1619.20 (Lacs) -96% Networth-274.06 (Lacs)-27% |
| B | Date on which the agreement for sale has been entered into. | Term Sheet signed on 24 th April, 2025. |
| C | The expected date of completion of sale/disposal. | June, 2025 (Tentative) |
| D | Consideration received from such sale or disposal. | 276.00 Lacs |
| E | Brief details of the buyers and whether any of the buyers belongs to the promoter/promoter group/ group companies. If yes details thereof. | The buyer is M/s Vaishnav Wind Infra Pvt. Ltd. it does not belong to Promoter/Promoter Group/Group Companies. |
| F | Whether the transaction would fall within the related party transactions?. If yes, whether the same is done at arms length. | Not Applicable |
| G | Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger shall be disclosed by the listed entity with respect to such slump sale. | Since there is no underlying amalgamation or merger in the transaction, this disclosure under SI.No. G is not applicable. |
| H | Name of the entity(ies) forming part of the slump sale, details in brief such as size, turnover etc. | Please see the responses provided under SI No. A and E above. |
| I | Whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with Regulation 37A of SEBI (LODR) Regulations, 2015. | The Slump Sale is being undertaken between the Company and M/s. Vaishnav Wind Infra Pvt. Ltd. The proposed sale falls under the threshold limits of "Undertaking" in terms of Section 180(1)(a) of the Companies Act, 2013. Accordingly, the provisions of Regulation 37A of SEBI (LODR) Regulations, 2015 are captured in the explanatory statement. |
| J | Rationale of the Slump Sale | To mobilize resources for profitable areas of operations. |
| K | Object of Sale of the Asset | To focus on core competencies and utilize the proceeds of the sale for expansion of the current chemical trading business, reducing overhead costs, financing incremental working capital requirements and general corporate purpose. |

Notice

| S. No | Particulars | Details |
|-------|--|---|
| L | End Use of the Proceeds | The net proceeds from the sale of the Undertaking will be utilized for enhancement of working capital of the Company, future expansion program or general business purpose. |
| M | Brief Details of change in shareholding pattern (if any) of listed entity. | There will be no change in the shareholding of the Company. |

Annexure B

| Sl. No. | Details |
|---|---|
| Name of the Director | Shri Virendraa Bangur |
| DIN | 00237043 |
| Date of Birth | 19 th March, 1975 |
| Qualification | Graduate |
| Date of first appointment in the Board | 5 th June, 2003 |
| Brief resume, Experience & Expertise in specific functional areas | <p>Shri Bangur (50 years) is a Commerce Graduate, is a Director of the Company since 5th June, 2003.</p> <p>Shri Bangur belongs to the new breed of modern tech-savvy entrepreneurs. As with most other scions of the Industrial Empire, Shri Bangur plunged into the world of business at a very young age. He has had varied experience in the industrial and corporate world, with areas special interest including paper, chemicals, IT, electronics, optic fibre, telephone and power cables and plantations.</p> <p>He was a Committee Member of Indian Chamber of Commerce and is currently serving as a Committee Member of the Bharat Chamber of Commerce. Additionally, he is a member of the Young Presidents' Organization (YPO) and the Entrepreneur Organization (EO).</p> <p>He has more than 31 years of rich experience in various aspects of business viz. marketing, administration, risk management and finance.</p> |
| Term and condition of appointment or re-appointment along with details of remuneration sought to be paid. | <p>Re-appointment as Non-Executive Director, liable to retire by rotation.</p> <p>Entitled to receive Sitting Fees from the Company for attending meetings of Board/ Committee(s).</p> |
| Relation with other Directors or Key Managerial Personnel of the Company. | NA |
| Directorship in other companies including listed entities | <ol style="list-style-type: none"> 1) West Coast Paper Mills Limited; 2) Andhra Paper Limited; 3) Taparia Tools Limited; 4) Akhivi Tea Plantations and Agro Industries Limited; 5) Gold Mohore Investment Co. Limited; 6) Gloster Cables Limited; 7) Kilkotagiri and Thirumbadi Plantations Limited; 8) West Coast Opticable Limited; 9) Shree Satyanarayan Properties Private Limited. |

Notice

| Sl. No. | Details |
|--|---|
| Listed entities from which the Director has resigned in the past three years | Nil |
| Membership or Chairmanship of Committees of Board | <p><u>Andhra Paper Limited</u></p> <ol style="list-style-type: none"> 1) Stakeholder's Relationship Committee-Member; 2) CSR Committee-Chairman <p><u>West Coast Paper Mills Limited</u></p> <ol style="list-style-type: none"> 1) CSR Committee-Chairman; 2) Risk Management Committee -Chairman; <p><u>Kilkotagiri and Thirumbadi Plantations Limited</u></p> <ol style="list-style-type: none"> 1) Stakeholder's Relationship Committee-Chairman; 2) Nomination & Remuneration Committee-Member <p><u>Akhivi Tea Plantations and Agro Industries Limited</u></p> <ol style="list-style-type: none"> 1) Stakeholder's Relationship Committee-Chairman. |
| Shareholding in the Company. | 492500 |
| Number of meetings of the Board attended during the Financial Year 2024-25 | As stated in the Corporate Governance Report annexed hereto |