

## **AI Champdany Industries Limited**

(CIN: L51909WB1917PLC002767)

Registered Office : 25, Princep Street, Kolkata – 700 072

Email : [cil@ho.champdany.co.in](mailto:cil@ho.champdany.co.in), Website : [www.jute-world.com](http://www.jute-world.com)

Phone : (033) 2237 7880 to 85 / 2225 1050 / 7924 / 8150 Fax: (91) (33) 22250221 / 22363754

### **NOTICE**

Notice is hereby given that the 104<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 12.30 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business(es):

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statement (Including Consolidated Financial Statement) of the Company for the financial year ended 31<sup>st</sup> March, 2022, the report of the Board of Directors and Auditors thereon;
2. To re-appoint auditors and to fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s G Basu & Co, Chartered Accountants, Kolkata (FRN 301174E) be and are hereby appointed as the Statutory Auditors of the Company for 2<sup>nd</sup> Term, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 109<sup>th</sup> Annual General Meeting of the Company, at such remuneration (plus taxes, as applicable and reimbursement of out-of-pocket expenses, if any,) and on terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee.”

#### **Special Business:**

3. To Consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

#### **APPOINTMENT OF MR. MRINAL KANTI ROY AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR FIRST TERM OF FIVE YEARS**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17(1A) and 25 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Mrinal Kanti Roy (DIN: 00224442) who was appointed as an Additional Director (in the category of Non-Executive Independent Director) by the Board of Directors with effect from 13<sup>th</sup> August, 2022 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided under the Act and SEBI (LODR) Regulations 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of upto 5 (Five) consecutive years upto the conclusion of 109<sup>th</sup> AGM of the company to be held in the year 2027.

**“RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

4. To Consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

**REAPPOINTMENT OF MR. MRITYUNJOY BANERJEE AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF ONE YEAR**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to the provisions of SEBI (LODR) Regulations, 2015, including any modification or amendment thereof, Mr. Mrityunjoy Banerjee (DIN: 08600440) who was appointed as Independent Director at the 102<sup>nd</sup> Annual General Meeting (AGM) and who holds office upto the date of ensuing AGM and who is eligible for re-appointment and in respect of whom a notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr.Mrityunjoy Banerjee a candidate for the office of the director, be and is hereby re-appointed as an independent director of the company, not liable to retire by rotation, for 2<sup>nd</sup> term of 1 (One) year from the conclusion of this AGM till the conclusion of the 105<sup>th</sup> AGM to be held in the year 2023.

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**APPOINTMENT OF MR. NIRMAL PUJARA AS A MANAGING DIRECTOR**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government, if required, consent of the Members be and is hereby accorded to Appoint Mr. Nirmal Pujara (DIN: 00047803), Whole Time Director, as a Managing Director of the Company for a period of 5 (Five) years effective from 13<sup>th</sup> August,2022, to 12<sup>th</sup> August,2027, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions in such manner as it may deem fit and as may be acceptable to Mr. Nirmal Pujara subject to the same not exceeding the limits specified under Schedule V of the companies Act, 2013 or any statutory modification(s) or enactment thereof .”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered, necessary, expedient or desirable to give effect to this resolution”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**RATIFICATION OF REMUNERATION OF COST AUDITORS**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. N. Radhakrishnan & Co., Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2023, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Place :Kolkata  
Date : 13.08.2022

Gopal Sharma  
Company Secretary

**Notes:**

- a) The relative Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses are annexed hereto and forms part of this notice.
- b) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- c) 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- d) 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 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.
- e) 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.
- f) 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) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and May,05,2022, 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 venue voting on the date of the AGM will be provided by NSDL.
- g) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jute-world.com](http://www.jute-world.com).The Notice can also be accessed from the websites of the Bombay Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- h) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No 2/2022 dated May 05/2022
- i) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative not less than 48 hours before the commencement of the meeting, to attend and vote on their behalf at the meeting.

- j) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- k) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
- l) Brief details of the Directors, who are seeking appointment/re-appointment, are annexed thereto as per the requirements of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 issued by ICSI.
- m) The Notice of the 104<sup>th</sup> AGM and instructions for e-voting and Copies of Annual Report for the financial year 2021-22 are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s).
- n) The register of Members and the Share Transfer Book of the Company will remain closed from 23<sup>rd</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive).
- o) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- p) The Company has entered into necessary arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the shareholders to dematerialize their shareholdings in the Company for which they may contact the Depository Participants of either of the Depositories.

- q) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar and Share Transfer Agent of the Company of any change in their address or demise of any member as soon as possible at the following address :

**M/s MCS Share Transfer Agent Ltd**  
**383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700 045**  
**Phone : 40724051-53, Fax: 40724054, Email: mcssta@rediffmail.com**

Members are requested to address all correspondence, including dividend matters if any, to the aforesaid Share Transfer Agent of the Company. Members are advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

- r) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN / address proof to the Company / Registrar and Share Transfer Agent.
- s) As approved by the Shareholders, the company has sub divided the Equity Shares of Rs. 10/- each into 2 equity shares of Rs. 5/- each with effect from September 19, 2008. Shareholders who have not yet surrendered old share certificates of face value of Rs. 10/- each, are requested to surrender the same to the Registrar and Share Transfer Agent to enable the Company to dispatch the new share certificates in lieu of old certificates.
- t) Members may also note that the Notice of the 104<sup>th</sup> AGM and the Annual Report for the financial year 2021-22 will be available on the Company's website, [www.jute-world.com](http://www.jute-world.com) . The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during

normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : [aicilinvestors@gmail.com](mailto:aicilinvestors@gmail.com)

- u) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to Registrar & Share Transfer Agent (i.e. MCS Share Transfer Agent Ltd.), for consolidation into a single folio.
- v) Non-Resident Indian Members are requested to inform M/s MCS Share Transfer Agent Ltd, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- w) **Members who have not registered their Email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc from the company electronically.**

**Please provide your e-mail address mentioning the Company's name and Folio Number to our Registrar, M/s MCS Share Transfer Agent Ltd. , by post at their postal address 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700 045 or by email at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) in case shares held in physical form.**

- x) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The nomination form can be downloaded from the company's website [www.jute-world.com](http://www.jute-world.com).
- y) Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares: SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, CB Management, for immediate action. A copy of such forms can be downloaded from the website of the Company at [www.vesuviusindia.in](http://www.vesuviusindia.in) or from the website of our RTA at [www.cbmsl.com](http://www.cbmsl.com). In case of any query / assistance, members are requested to contact our RTA, M/s M/s MCS Share Transfer Agent Ltd 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700 045; Email: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com))

**t) Voting through electronic means:**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 104<sup>th</sup> AGM by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL)

2. The facility for voting through Ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. Members who have already cast their vote by remote e-voting prior to the 104<sup>th</sup> AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The e-voting period commences on 27<sup>th</sup> September, 2022 (9-00 A.M.) till 29<sup>th</sup> September, 2022. (5-00 P.M.).. During this period shareholders of the Company holding shares either in physical form or in dematerialised form as on cut-off date of 23<sup>rd</sup> September, 2022, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing electronic e-voting facility to exercise votes on the items of business given in this Notice at the 104<sup>th</sup> AGM through electronic voting system, to members whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 23<sup>rd</sup> September, 2022 being the Cut-Off date ( Cut-Off date for the purpose of Rule 20(2)(ii) of the Companies (Management and Administration) Rules fixed for determining Voting Rights of Members, entitles to participate in the remote e-voting process, through the remote e-voting platform provided by NSDL.
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September., 2022. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) or [aicilinvestors@gmail.com](mailto:aicilinvestors@gmail.com)
7. The process and manner for remote e-voting are as under:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 27<sup>th</sup> September, 2022 at 9.00 A.M. and ends on 29<sup>th</sup> September, 2022 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2022.

**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 December 9, 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.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> as 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 &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 <b>e-Voting service provider i.e. NSDL</b> as you will be redirected to e-Voting website of NSDL for casting</li></ol>



	<p>your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> 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.
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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.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 102 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 02 23058738 or 022-23058542-43

**B) Login Method 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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 use 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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.

**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 [guptarinku123@gmail.com](mailto:guptarinku123@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolutions/Power of attorney/Authority letter etc by clicking on "**Upload Board Resolution/Authority Letter displayed under “ e.voting Tab in their login.**

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-

mail and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : “Access to NSDL e-Voting system”(Above).

3. 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](http://www.evoting.nsdl.com) to reset the password. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 22 or send a request at to Pallavi Mhatre, Senior Manager at [evotng@nsdl.co.in](mailto:evotng@nsdl.co.in)

4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date i.e 23<sup>rd</sup> September, 2022

- i. Mrs. Rinku Gupta, Practicing Company Secretary (Membership No. F9237, CP No.9248) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the company and make, within a period not exceeding 48 (Forty Eight hours) of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, forthwith to the Chairman of the Company or Director authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- iii. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer’s Report will be placed on the website of Company i.e [www.jute-world.com](http://www.jute-world.com) and on the website of NSDL i.e [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or any person authorized by him in writing and shall be .communicated to the BSE Limited. The resolution shall be deemed to be passed at the AGM of the Company, scheduled to be held on Friday 30<sup>th</sup> September 2022.

**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 [aicilinvestors@gmail.com](mailto:aicilinvestors@gmail.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 [aicilinvestors@gmail.com](mailto:aicilinvestors@gmail.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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

**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 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member 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 link” 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [aicilinvestors@gmail.com](mailto:aicilinvestors@gmail.com) latest by Wednesday, 28<sup>th</sup> September, 2022.
6. Shareholders 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 [aicilinvestors@gmail.com](mailto:aicilinvestors@gmail.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.



**INFORMATION AS REQUIRED IN PURSUANCE OF REGULATION 36(3) OF LISTING REGULATIONS IN RESPECT OF DIRECTORS BEING RE-APPOINTED/APPOINTED**

**Item No. 3**

**Appointment of Mr. Mrinal Kanti Roy as Independent Director for 1<sup>st</sup> Term of 5 years**

Brief Profile of Mr. Mrinal Kanti Roy

DIN: 00224442

Date of Birth: 7<sup>th</sup> September, 1946

Date of Appointment: 13<sup>th</sup> August, 2022

Qualification: C.A

Expertise in specific functional areas: Finance and Taxation

Disclosure of relationship between directors inter se: NIL

Directorship in other Listed Companies: NIL

Membership/Chairmanship in Committees of other Listed Companies: NIL.

Shareholding in the Company as on 31<sup>st</sup> March, 2022: Equity NIL. shares

**Item No. 4**

**Re-Appointment of Mr. Mrityunjoy Banerjee as Independent Director for 2<sup>nd</sup> Term of 1 year**

Brief Profile of Mr. Mrityunjoy Banerjee

DIN: 08600440

Date of Birth: 24<sup>th</sup> April, 1950

Date of Appointment: 2<sup>nd</sup> November, 2019

Qualification: M.Com., F.C.A.

Expertise in specific functional areas: Finance.

Disclosure of relationship between directors inter se: NIL

Directorship in other Listed Companies: NIL

Membership/Chairmanship in Committees of other Listed Companies: NIL.

Shareholding in the Company as on 31<sup>st</sup> March, 2022: Equity NIL. Shares

**Item No. 5**

**Appointment of Mr. Nirmal Pujara as a Managing Director**

Brief Profile of Mr. Nirmal Pujara:

DIN: 00047803

Date of Birth: 23<sup>rd</sup> July, 1953

Date of Appointment: 5<sup>th</sup> April, 1994

Qualifications: B.Com

Expertise in specific functional areas: Mr Nirmal Pujara has 45 years' experience in Jute Industry and Exports Markets. He was Chairman of CJFSA and First Chairman of Jute products Development & Export promotion council (under ministry of Textiles).

Disclosure of relationship between directors inter se : Nil

Directorship in other Listed Companies: Amar Investments Ltd., Rishra Investments Ltd., Shibir India Ltd.

Membership/ Chairmanship in Committees of other Listed Companies: Chairman of Audit Committee and Stakeholders Relationship Committee in Rishra Investments Ltd. and Shibir India Ltd.

Shareholding in the Company as on 31<sup>st</sup> March, 2022 Equity: 3400 shares

Place :Kolkata  
Date : 13.08.2022

By Order of the Board  
Gopal Sharma  
Company Secretary

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

#### Item No. 2

G Basu & Co, Chartered Accountants (FRN 301174E), were appointed as the Statutory Auditors of the Company by the Members at the 99th Annual General Meeting (AGM) of the Company held on 21<sup>st</sup> September, 2017 for a period of 5 consecutive years until the conclusion of 104th Annual General Meeting.

Considering the industry experience, quality of audit, independence, technical skills of G Basu & Co. and based on the recommendation of Audit Committee, the Board of Directors approved their appointment as Statutory Auditors for another term of 5 consecutive years from the conclusion of 104th AGM until the conclusion of the 109th AGM, subject to approval of the Members, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time. The Statutory Auditors have confirmed their eligibility, submitted the certificate in writing that they are not disqualified to hold the office of the statutory auditor and given their consent for the aforesaid appointment. Further, G Basu & Co, confirmed that they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India.

None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution as set out under Item No. 2 as an ordinary resolution for approval by the Members.

#### Item No.3

The Board of Directors of the Company have appointed Mr. Mrinal Kanti Roy (DIN 00224442) as an Additional Independent Director with effect from 13<sup>th</sup> August,2022 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office till the conclusion of the ensuing AGM and proposed to appoint him for a period of consecutive 5 years as an Independent Director, subject to approval of the shareholders at the ensuing AGM and whose office shall not be liable to determination by retirement of directors by rotation.

The Company has received from Mr. Mrinal Kanti Roy (DIN 00224442), a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, as per the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Mrinal Kanti Roy (DIN 00224442) as an Independent Director of the Company

within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years.

Mr. Mrinal Kanti Roy (DIN 00224442) has vast expertise in the areas of Finance and Taxation. The Company has received a notice in writing pursuant to Section 160 of the Act, proposing the candidature of Mr. Mrinal Kanti Roy (DIN 00224442) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

Mr. Mrinal Kanti Roy (DIN 00224442), holds office upto the date of ensuing AGM and is eligible for reappointment and fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

As per regulation 17(1A) of SEBI(LODR) regulations No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect, accordingly special resolution is sought for the appointment of Mr. Mrinal Kanti Roy whose age is about 76 years.

A copy of the draft letter of appointment of Mr. Mrinal Kanti Roy (DIN 00224442) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

Except. Mr. Mrinal Kanti Roy (DIN 00224442), the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no.3 of this Notice are accordingly recommended for your approval.

#### **Item No.4**

According to Provision of Section 149 of the Companies Act, 2013, and provisions of SEBI (LODR) Regulations, 2015, an independent director of the company shall hold office for a term of 5 consecutive years on the Board of a Company but shall be eligible reappointment for another term on passing a special resolution in the ensuing Annual General Meeting of shareholders of the Company.

In view of the above it is proposed to reappoint Mr.Mrityunjy Banerjee an independent director of the Company for another term of one year upto the conclusion of 105<sup>th</sup> Annual General Meeting to be held in the year 2023.

In this regard the Company has received notice in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing the candidature of Mr.Mrityunjy Banerjee for the office of Directors of the Company.

The Company has received from Mr.Mrityunjy Banerjee (DIN 08600440), a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr.Mrityunjy Banerjee fulfils the conditions for reappointment as Independent Directors as specified in the Companies Act, 2013 and the Rules made thereunder and the SEBI (LODR) Regulations, 2015 and he is independent of the Management

Except, Mr.Mrityunjy Banerjee, None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

A copy of draft letter of appointment of Mr.Mrityunjy Banerjee as an independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board recommends passing of the resolution as set out under Item No. 4 as special resolution for approval by the Members.

#### **item No.5**

In view of the contribution made by Mr. Nirmal Pujara (DIN: 00047803) and his extensive knowledge of Company's operations and rich experience in managing the affairs of the company, the Board of Directors of the company (the 'Board'), at its meeting held on 13<sup>th</sup> August, 2022 has appointed Mr. Nirmal Pujara

(DIN: 00047803 ), Whole Time Director as a Managing Director for a period of 5 years at a remuneration as may be decided by the Board of Directors from time to time on the recommendation of Nomination & Remuneration Committee, but excluding perquisites as specified in Section IV of Part II of Schedule V of the Companies Act 2013, which is subject to approval in the ensuing Annual General Meeting.

The Company has received from Mr. Nirmal Pujara (DIN: 00047803), a consent in writing to act as Managing Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Mr. Nirmal Pujara (DIN: 00047803) is a Managing Director of the Company within the meaning of Section 2(54) read with Section 152 of the Companies Act, 2013 for a term of 5 years commencing from 13<sup>th</sup> August, 2022

In the opinion of the Board, Mr. Nirmal Pujara (DIN: 00047803), Whole Time Director who is reinstated to the post of Managing Director of the Company with effect 13<sup>th</sup> August, 2022 for a period of 5 years, fulfils the conditions specified under Section 152 and Schedule IV of the Companies Act 2013. Considering his vast experience, his presence on the Board of the Company as a Managing Director will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Nirmal Pujara (DIN: 00047803) as a Managing Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Except. Mr. Nirmal Pujara (DIN: 00047803), the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no.5 of this Notice are accordingly recommended for your approval.

**item No.6**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s N. Radhakrishnan & Co., Cost Accountants (Firm Reg. No. 000056) as the Cost Auditors to conduct the audit of the Cost records of the company for the financial year ending 31<sup>st</sup> March, 2023 at a remuneration of Rs. 30000/- (i.e. Cost Audit Fees) plus applicable taxes and reimbursement of out of pocket expenses not exceeding Rs. 1000/- per annum.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023.

The Board recommends passing of the resolution as set out under Item No.6 as an ordinary resolution for approval by the Members.

By Order of the Board

Place :Kolkata  
Date : 13.08.2022

Gopal Sharma  
Company Secretary