

THE INDIA JUTE AND INDUSTRIES LIMITED
CIN: L17119WB1916PLC002720
4A Shree Ganesh Business Centre, 216 A.J.C. Bose Road,
Kolkata-70001, West Bengal, India
Ph No.: +91-3322871640
Email: indiajuteltd@gmail.com; Website: [https:// www.indiajute.in/](https://www.indiajute.in/)

NOTICE FOR THE 107TH AGM

NOTICE is hereby given that the 107th Annual General Meeting of the Members of **THE INDIA JUTE AND INDUSTRIES LIMITED** ('the Company') will be held on Saturday, the 30th September, 2023 at 10:15 A.M. at 4A, Shree Ganesh Business Centre, 216, Acharya J.C. Bose Road, Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2023 together with the Reports of the Directors and the Auditors thereon and to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2023, and the Reports of the Directors and the Auditors thereon, placed before this Meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Bharat Kumar Jalan (DIN: 00876208), Director retiring by rotation, eligible for reappointment and pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Bharat Kumar Jalan (DIN: 00876208), who retires by rotation at this Meeting under the provisions of the Company Act, 2013, be and is hereby reappointed as Director of the Company.”

SPECIAL BUSINESS

3. To re-appoint Mr. Bharat Kumar Jalan as a Managing Director and pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force and pursuant to Article of the Articles of Association of the company and subject to any other approvals as may be required, the consent of the members of the company and other statutory bodies be and is here accorded for re-appointment of Mr. Bharat Kumar Jalan (DIN: 00876208) as a Managing Director of the Company, for a period of five years with effect from 01-04-2023, and the payment of such remuneration as may be determined by the Board and Committee, from time to time, within the maximum limit of remuneration for the Managing Director approved by the members of the Company on such terms and conditions as set out in the foregoing resolution and explanatory statement annexed hereto."

Registered Office:
4A, Shree Ganesh Business Centre
Limited
216, Acharya J. C. Bose Road
Kolkata – 700 017
Dated: 08th September, 2023

By Order of the Board of the Directors
For The India Jute and Industries

Sd/-

(Ravi Kumar Shaw)
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company.

A proxy, in order to be effective, must be received at the Company's Registered Office at 4A, Shree Ganesh Business Centre, 216, Acharya J.C. Bose Road, Kolkata – 700 017, not less than forty - eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. All documents referred to in the Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting.
4. Attendance slip and proxy form of the Meeting are annexed hereto.
5. Members/ proxies/ authorized representatives should:
 - a. Bring their duly filled in Attendance Slips, as enclosed, for easy identification of attendance at the AGM Venue.
 - b. Bring their copies of the Annual Report to the Meeting.
6. The Register of Members of the Company will remain closed from 23rd September, 2023 to 30th September, 2023 both days inclusive.
7. The Company is registered with National Securities Depository Ltd. ('NSDL'), for dematerialization of its Equity Shares which has been allotted the ISIN **INE0ERT01016**. S K Infosolutions Pvt. Ltd. having its office at D/42, Katju Nagar, Jadavpur, Kolkata- 700032 is the Registrar and Share Transfer Agent of the Company.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address and bank mandates to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Company's Registrar and Transfer Agent, S K Infosolutions Pvt. Ltd. The notification of change of address should be accompanied by the address proof, i.e., voter's identity card, electric/telephone bill, driving license or a copy of the passport or bank statement of the member.

9. The notice of AGM is being sent through e-mail to those shareholders whose e-mail address is registered with the Company/depository. Members may note that the notice of AGM is also available on the Company's website at <https://www.indiajute.in/>.
10. To support the "Green Initiative in Corporate Governance" of the Ministry of Corporate Affairs, for paperless compliances by companies, members are requested to register their e-mail addresses, in respect of their holdings in the securities of the Company, for service of notice/documents including Annual Reports by the Company by email.
11. Any query relating to the Resolutions and Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to the Company Secretary of the Company.
12. Voting can be exercised only by the concerned Member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorized person. A member need not use all his/her votes.
13. Members are requested to login to the e-voting system of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/> under 'Shareholder / Member – Login' by using their remote e-voting User ID and password. Thereafter, they are required to click on the link appearing under 'Join General Meeting' against the Electronic Voting Identification Number (EVEN) – 126613, pertaining to the Company.

14. PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-clause (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company will be providing members facility to exercise their rights to vote on resolution proposed to be considered at the ensuing Annual General Meeting (AGM)

by electronics means and the business may be transacted through e-voting services. The facility of casting votes by 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). The detailed procedure to be followed in this regard has been given in **Annexure A** to the Notice. The members are requested to go through them carefully.

Instruction for the remote e-voting:

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: Login to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

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’ section.
3. A new screen will open. You will have to enter your User ID, your password and 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:

| 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. Your password details 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Track 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 digit 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered email address.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 moonkaassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
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 for e-voting, you may contact the following NSDL officials: M/s. Pallavi Mhatre at e-mail id pallavid@nsdl.com or M/s Sarita Mote at e-mail Id saritam@nsdl.com or at 022-2499 4559/022-2499 4545/toll free number – 1800-222-990.

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, who will be present in the AGM 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.

ANNEXED TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

For Item No.3

Mr. Bharat Kumar Jalan was appointed as the Managing Director of the company for a period of five years with effect from 01-04-2018, after obtaining due approval of the members of the company in their Annual General Meeting held in the year 2018. Accordingly, the present term of his agreement comes to an end.

The Board has approved the re-appointment of Mr. Bharat Kumar Jalan as the Managing Director of the company for a further period of five years after his current tenure ends on 31-03-2023. The Board has taken the decision of said re-appointment based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Bharat Kumar Jalan is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re- appointment.

Broad particulars of the terms of re- appointment of and remuneration payable to Mr. Bharat Kumar Jalan, Managing Director are as under:

| | |
|------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Period of Appointment: | 01 st April, 2023 to 31 st March, 2028 |
| Remuneration: | Consolidated Rs. 75,000/- (Rupees seventy Five Thousand only) per month |
| Provident Fund and other benefits | As per rules of the Company. |
| Ex- gratia | One Month Remuneration per annum pro-rata to service |
| Use of Car | Company maintained car with driver for use of Company's business will not be considered as perquisite |
| Medical | Reimbursement of medical expenses incurred for self, wife and dependent children maximum up to one month's salary in a year |
| Telephone | Provision of Telephone for use of Company's business at residence and cellular phone provided by the company will not be considered as perquisites |
| Electricity | Electricity Bill of electric meter in the name of company at the Residence for use of a Company's business will not be considered as perquisites |
| Earned & Privilege Leave | As per rules of the Company |
| Leave Travelling Allowance | For the Managing Director and his family once in a year incurred in accordance with the rules specified by the Company |
| Club Fees | Fees of clubs subject to a maximum of 2 clubs. This will not include admission and life membership fees |
| Gratuity | Not exceeding half-month's salary for each completed year of service |
| Re-imbursement of Exp.: | Re- imbursement of entertainment, travelling and all other expenses incurred for the business of the company, as per the rules of the Company |
| Terms of Service | Mr. Bharat Kumar Jalan, Managing Director shall subject to the supervision and control of the Board of Directors be entrusted with substantial powers of management and shall also perform such other duties as may from time to time be entrusted to him |
| Terms of Agreement | This agreement may be terminated by either side by giving 6 months' notice. |

Mr. Bharat Kumar Jalan, aged about 69 years is a B.Sc. graduate in Chemistry from St. Xavier's College, Kolkata. He is a reputed industrialist having varied experience in jute and textile industries. He is very familiar with the jute industry since 1970 and has also been personally associated with textile industry since 1990.

Mr. Bharat Kumar Jalan has been associated with the company since 1998 and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Managing Director.

He currently holds the following positions:

- The India Jute and Industries Limited – Managing Director
- Hindusthan Mercantile Limited – Director
- Soorya Investment Co. Pvt. Ltd. – Director
- Collieries India Pvt. Ltd. – Director
- B K Investment Co. Pvt. Ltd. – Director
- A D Investment Co. Pvt. Ltd. – Director
- Crown Investment Pvt. Ltd. – Director
- Ludlow Jute & Specialities Limited – Independent Director
- Kaaleen Carpets Pvt. Ltd. – Director
- Baroda Carpets Private Limited – Director

He has experience in various industry associations as follows:

- The India Jute and Industries Limited – Managing Director
- Past President of Indian Jute Mills' Association
- Past Vice Chairman of Indian Jute Industries' Association
- Past Member of the Executive Committee of Bharat Chamber of Commerce
- Past Member of the Executive Committee of Federation of Indian Chambers of Commerce & Industry (FICCI)
- Past Member of the Executive Committee of Eastern India Textile Mills' Association

He is associated with the following charitable & social organisations:

- Trustee in Seth Soorajmull Jalan Trust, Kolkata, having Temple, College and School in Kolkata
- Vice President & Trustee in S.V.S. Marwari Hospital, Kolkata
- Member in School Managing Committee of Bhartiya Vidhya Bhavan, Kolkata
- Trustee in Shri Hanuman Seva Trust, Kolkata
- Trustee in Ratnagarh Charity Trust, Kolkata
- President of The Ratnagarh Charity Society, Kolkata
- Trustee of Shrimati Rama Devi Charity Trust, Kolkata

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Bharat Kumar Jalan, as the Managing Director.

Registered Office:
4A, Shree Ganesh Business Centre
216, Acharya J. C. Bose Road
Kolkata – 700 017
Dated: 08th September, 2023

By Order of the Board of the Directors
For The India Jute and Industries Limited

Sd/-
(Ravi Kumar Shaw)
Company Secretary



THE INDIA JUTE AND INDUSTRIES LIMITED

CIN: L17119WB1916PLC002720

**4A Shree Ganesh Business Centre, 216 Acharya J.C. Bose Road,
Kolkata-70001, West Bengal, India :: Ph No.: +91-3322871640**

**Email: indiajuteltd@gmail.com; Website: [http:// www.indiajute.in](http://www.indiajute.in) /
107th ANNUAL GENERAL MEETING ON 30th SEPTEMBER, 2023**

PROXY FORM

(FORM NO. MGT-11)

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

- | | |
|------------------------------------------------------|---|
| 1. Name of the Shareholder(s) | : |
| 2. Registered Address | : |
| 3. E-mail ID | : |
| 4. Registered Folio No./ Client ID No./ DP ID No. | : |

I/ We being the member(s) of _____ shares of The India Jute and Industries Limited hereby appoint,

(1) Name : _____

Address : _____

E-mail Id : _____ Signature: _____ or failing him

(2) Name : _____

Address : _____

E-mail Id : _____ Signature: _____ or failing him

(3) Name : _____

Address : _____

E-mail Id : _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 107th Annual General Meeting of members of the Company, to be held on 30th September, 2023 at 10:15 a.m. at the Registered office of the Company at The India Jute and Industries Limited, 4A Shree Ganesh Business Centre, 216 Acharya J.C. Bose Road, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Description | Optional (✓) | |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|
| | | For | Against |
| Ordinary Resolutions | | | |
| 1. | Adoption of the Audited Financial Statement of the Company for the year ended 31st March, 2023, and the Reports of the Directors and the Auditors thereon. | | |
| 2. | Re-appointment of Mr. Bharat Kumar Jalan (DIN: 00876208) Directors retiring by rotation and being eligible, offers himself for reappointment. | | |
| Special Resolution | | | |
| 3. | Re-appointment of Mr. Bharat Kumar Jalan(DIN: 00876208) as a Managing Director | | |

Signed this _____ day of _____ 2023.

Affix Revenue
Stamp

Folio/ DP ID/ Client ID _____ Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: 1. This Proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 10:15 a.m. on 28th September, 2023.

2. It is optional to put a “✓” in the appropriate column against the Resolutions indicated in the Box. If you leave the “For” or “Against” column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



THE INDIA JUTE AND INDUSTRIES LIMITED

CIN: L17119WB1916PLC002720

4A Shree Ganesh Business Centre, 216 Acharya J.C. Bose Road,

Kolkata-70001, West Bengal, India:: Ph No.: +91-3322871640

Email: indiajuteltd@gmail.com; Website: [http:// www.indiajute.in /](http://www.indiajute.in/)

107th ANNUAL GENERAL MEETING ON 30th SEPTEMBER, 2023

ATTENDANCE SLIP

DATE _____

Saturday

30th SEPTEMBER, 2023

VENUE

4A Shree Ganesh Business Centre,

216 Acharya J.C. Bose Road, Kolkata-700017

TIME

10.15 A.M.

Name & Address of Member

| |
|--|
| |
|--|

I/We hereby record my/our presence at the 107th Annual General Meeting of the Members of the Company held on Saturday, 30th September, 2023 at 4A Shree Ganesh Business Centre, 216 A.J.C. Bose Road, Kolkata-700017.

No. of Shares

Member's Folio/DP ID/ Client Id No.

Member's Proxy Name in
Block Letters

Member's/ Proxy Signature

Note: 1) Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

2) Duplicate Attendance slip will not be issued at the venue.