

JAYSHREE NIRMAN LIMITED

Regd. Off: 1, British India Street, 5th Floor, Room No #503, Kolkata – 700 069

Tel No. – 033-24541051/52 E-Mail Id - jayshreenirmanlimited@gmail.com

Website: www.jayshreenirman.com

CIN: L45202WB1992PLC054157

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”) General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, the Company seeks approval of the Members via Postal Ballot to cast vote electronically through remote e-voting only (Voting through Electronic means).

Members consent is sought for the proposal resolution given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars is annexed hereto. The Notice will also be placed on the website of the Company at www.jayshreenirman.com. The notice shall also be disseminated on the website of CDSL (agency for providing the remote e-voting facility) and shall also be forwarded to The Calcutta Stock Exchange Limited (CSE) for uploading/ dissemination.

The Company has appointed Ms Kriti Daga, Practicing Company Secretary (Membership No. ACS 26425, COP No. 14023) to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by CDSL. The e-voting period commences on **Thursday, 14th December, 2023 at 09.00 A.M. IST and ends on Friday 12th January, 2024 at 05.00 P.M. IST**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M. IST on or before **Friday, 12th January, 2024**. Remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit her report to the Director authorized by the Board after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer’s report will be announced by the Director of the Company or any other person authorized by him, on or before **Saturday, 13th January, 2024**. The results of the Postal Ballot will be posted on the Company’s website at www.jayshreenirman.com and will be displayed on the notice board of the Company at its Registered Office. The results will also be intimated to CSE, where the equity shares of the Company are listed.

SPECIAL BUSINESS:

Item no 1

Alteration of Objects Clause of the Company and consequent amendments to the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof for the time being in force) and the rules framed there under, subject to the approval of the Registrar of Companies, Kolkata, West Bengal, consent of the Members of the Company be and is hereby accorded to amend the Clause III (A) of the Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company by adding the following clauses no 3 & 4 after the existing sub- clause 2.

(3) “To carry on the business as manufacturers, producers, importers, exporters, buyers, sellers, distributors, stockists, traders, agents and brokers of lime, lime- stone, coke, charcoal, copper, iron ore, bauxite, kyanite, salt, brass, silica sand, bentonite, quartz, zinc, lead, tin, mercury, silicon, dolomite, ferro alloys and non-ferro alloys, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topax, garnet, emerald, pearl and other precious and semi-precious or commercial minerals stones and to manufacture, deal or trade in coils, wires, rods, plates, metal foils, pipes utensils, ornaments, decorative and art materials and jewellery made wholly or partly from any one of more of the metals and materials mentioned herein.”

(4) To carry on the business of consultants in all fields, including the business of legal, industrial, business management, financial, taxation, accounting, recruitment personnel management, inventory control, import and export and other technical or non-technical consultants or any other items or things required by any person or persons, firm, company, corporation, business, society, association, government, local body and educational institutions in India and other parts of the world.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Amit N Patel , Chief Executive Officer and Director of the Company and the Company Secretary of the Company be and is hereby severally authorised on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e- form with the Registrar of Companies, Kolkata, West Bengal.”

**By order of the Board of Directors
For Jayshree Nirman Limited**

Sd/-

**Sourav Banerjee
Company Secretary
Membership No. 37143**

Place: Kolkata

Date: 4th December, 2023

Registered Office:

1, British India Street, 5th Floor,

Room No # 503, Kolkata – 700 069

CIN No. L45202WB1992PLC054157

E-mail: jayshreenirmanlimited@gmail.com

Website: www.jayshreenirman.com

Tel no (033) 24541051/52

NOTES:

- a) Pursuant to Section 102(1) of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolution is appended hereto.
- b) In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules as amended from time to time and Secretarial Standard - 2 on General Meetings, this Postal Ballot Notice is being sent through electronic mode only. The Company has provided remote e-voting facility to its Members to cast their vote electronically. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. The instructions for remote e-voting are appended to this Postal Ballot Notice.
- c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members or the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services on Friday, 8th December, 2023 ("cut- off date"). Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
- d) A copy of this Postal Ballot Notice is also available on the Company's website at www.jayshreenirman.com
- e) Members who have not registered or updated their email IDs so far are requested to register or update the same to get all notices, communiques, Annual Report, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, or by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to jayshreenirmanlimited@gmail.com
Demat Holding	Contact respective Depository Participant.

Members are requested that for permanent registration of their e-mail address, they register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, i.e. **Niche Technologies Private Limited**.

- f) After dispatch of the Postal Ballot Notice through email, an advertisement shall be published in 1(one) English daily newspaper and in 1 (one) Bengali newspaper, each having wide circulation in the district where the registered office of the Company is situated.
- g) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date i.e., **Friday, 8th December, 2023**.
- h) Once the vote on any Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

- i) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection electronically from the date of commencement of e-voting upto the last date of e-voting i.e. **Friday, 12th January, 2024.**
- j) Last date specified in this Notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- k) Person responsible to address the queries or grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
 - The Company Secretary, 1 British India Street, 5th Floor, Room No 503, Kolkata – 700 069
Email: jayshreenirmanlimited@gmail.com
 - The Registrar & Share Transfer Agent of the Company, M/s Niche Technologies Pvt Ltd, 3A, Auckland Place, Room No- 7A & 7B, 7th Floor, Kolkata – 700 017
Email: nichetechpl@nichetechpl.com

1) PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through this Postal Ballot Notice. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by CDSL.

The instructions for shareholders voting electronically are as under:

The remote e-voting period begins from **14th December, 2023 at 09:00 A.M. and ends on 12th January, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the (cut-off date) i.e. 8th December, 2023, 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.

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

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **14th December, 2023 at 09:00 A.M. and ends on 12th January, 2024 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th December, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 shareholders/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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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

	<p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-</p>

	Voting period.
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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

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., CDSL and NSDL

Login type	Helpdesk details
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 22 55 33
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.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the

	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Jayshree Nirman Limited> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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

The Company's principal business activity comprises of lease or rental of properties of all kinds or dealers, traders or stockiest of agricultural commodities.

In view of prevailing market conditions and favorable opportunity available to deal or trade in precious or semi-precious metals and minerals, and the company intends to take up this new business which can be conveniently and advantageously combined with the existing business of the Company. The Company may also consider consultancy or advisory services in future for which an enabling clause inserted in the objects clause of the Company.

In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects clause of Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 approval of the members by way of a **Special Resolution** through postal ballot is necessary to amend the objects clause of the Company and thus your approval is sought for the same.

A draft of the amended MOA reflecting the aforesaid changes is available for inspection by the members on the Company's website www.jayshreenirman.com till the last date of voting by the shareholders.

The Board of Directors recommends the passing of the **Special Resolution** in the best interest of the Company as set out in the Notice.

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

**By order of the Board of Directors
For Jayshree Nirman Limited**

**Sd/-
Sourav Banerjee
Company Secretary
Membership No. 37143**

**Place: Kolkata
Date: 4th December, 2023
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