

## **JAYSHREE NIRMAN LIMITED**

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

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

Website: [www.jayshreenirman.com](http://www.jayshreenirman.com)

CIN: L45202WB1992PLC054157

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### **NOTICE**

Notice is hereby given that Extra-Ordinary General Meeting of the Members of Jayshree Nirman Limited will be held on 22nd day of February, 2024 at 12:30 P.M.(IST) at 1, British India Street, 5th Floor, Room no. 503, Kolkata – 700 069, through Video Conferencing/ other Audio Visual Means ("VC/OAVM") to transact the following business:

#### **Special Business**

**1. To consider and approve for providing authorisation to the Board of Directors to borrow in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of Rs.150 crores and in this regard 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 180(1) ( c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Memorandum and Articles of Association of the Company the approval of the members of the Company be and is hereby accorded to Board of Directors of the Company to borrow such sum or sums of money in any manner from time to time with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate, for the time being, the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs.150 Crore (Rupees One Hundred and Fifty Crore Only).

**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution."

**2. To consider and approve for providing authorization to Board of Directors under section 186 of the Companies Act, 2013 upto an aggregate limit of Rs.200 crores and in this regard, to consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:**

"RESOLVED THAT in supersession of all the earlier resolution(s) passed by the Members at the Annual General Meeting(s) dated 30/09/2023 pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Memorandum and Articles of Association of the company the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to: (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with

the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches for an amount not exceeding Rs. 200 crore (Rupees Two Hundred Crore Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

Members consent is sought for the proposal resolution given in this EGM 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](http://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 remote e-voting process of EGM in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the matters included in the Notice of EGM by electronic means i.e. through e-voting services provided by CDSL. The e-voting period commences on **Monday, 19th February, 2024 at 09.00 A.M. IST** and ends on **Wednesday 21st February, 2024 at 05.00 P.M. IST**. Members are requested to carefully read the instructions given in this EGM 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 Wednesday, 21st February, 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 (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 **Friday, 23rd February, 2024**. The results of the remote e-voting of EGM will be posted on the Company's website at [www.jayshreenirman.com](http://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.

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

**Sd/-**

**Place: Kolkata**

**Date: 24<sup>th</sup> January, 2024**

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

**Registered Office:**

**1, British India Street, 5th Floor,**

**Room No # 503, Kolkata – 700 069**

**CIN No. L45202WB1992PLC054157**

**E-mail: [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com)**

**Website: [www.jayshreenirman.com](http://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) 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 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 is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- c) The Members can join the EGM 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.
- d) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e) Since the EGM will be held through VC / OAVM Facility, the Route Map is not annexed to this Notice.
- f) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- g) The EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated 13.01.2021 and MCA Circular No. 19/2021 dated 08.12.2021 and MCA Circular No. 21/2021 dated 14.12.2021 including General Circular No. 09/2023 dated September 25, 2023
- h) The EGM 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, 19<sup>th</sup> January, 2024. Any person who is not a Member as on the cut-off date should treat this Notice of EGM for information purposes only. Physical copies of the Notice along with proxy forms and pre-paid business reply envelopes are not being sent to Members for this EGM Notice.

- i) A copy of this EGM Notice is also available on the Company's website at [www.jayshreenirman.com](http://www.jayshreenirman.com)
- j) 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 <a href="mailto:jayshreenirmanlimited@gmail.com">jayshreenirmanlimited@gmail.com</a>
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**.

- k) After dispatch of the EGM 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.
- l) 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., **Thursday, 15<sup>th</sup> February, 2024**.
- m) Once the vote on any Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- n) Relevant documents referred to in this EGM 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. **Wednesday, 21<sup>st</sup> February, 2024**.
- o) Person responsible to address the queries or grievances connected voting by electronic means, if any:
- The Company Secretary, 1 British India Street, 5<sup>th</sup> Floor, Room No 503, Kolkata - 700 069  
Email: [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com)
  - The Registrar & Share Transfer Agent of the Company, M/s Niche Technologies Pvt Ltd, 3A, Auckland Place, Room No- 7A & 7B, 7<sup>th</sup> Floor, Kolkata - 700 017  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

## **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING MEETING VIRTUALLY**

- The voting period begins on **19th February, 2024 at 9:00 a.m.** and ends on **21st February, 2024 at 5:00 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 of 15th February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting i.e. by 12th February, 2024 mentioning their name, demat account number/folio number, email id, mobile number at [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com). These queries will be replied to by the company suitably.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the EGM 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 available during the EGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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.

- 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.

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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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</li> </ol>

	<p>progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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> <ol style="list-style-type: none"> <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 e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 "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</li> </ol>

	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-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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

- 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](http://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](http://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
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	shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Jayshree Nirman Limited> on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer’s Report.

- The Results of voting will be declared within 2 working days from the conclusion of EGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.jayshreenirman.com](http://www.jayshreenirman.com) and on the website of CDSL. Such results will also be displayed on the Notice Board at the Registered Office as well and shall be forwarded to the Calcutta Stock Exchange.

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](http://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](mailto: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](mailto: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](mailto: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**

### **Item No.1**

In terms of the Section 180(1) (c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives in line with new business to be pursued by the Company, It is therefore, necessary that the Members pass special resolution as set out in the Item no. 1 of the Notice to enable the Board of Directors to borrow such sum or sums of money in any manner from time to time with or without security and upon such terms and conditions as the Board may deem fit and expedient, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate, for the time being, the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs.150 Crore (Rupees One Hundred and Fifty Crore Only).

Hence, Board hereby recommends passing the **Special Resolution** for the approval of members as set out in item no 1 of this notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the Company, if any.

### **Item No.2**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, and to enable optimum financing structure, the Board of Directors of the Company at its meeting held on 24<sup>th</sup> January, 2024 , proposes to increase the limit of giving any loan or guarantee or providing security to anybody corporate or any other person and to invest funds up to an aggregate sum of Rs 200 crore (Rupees Two Hundred Crore Only), notwithstanding that such investments, outstanding loans given or to

be given and guarantees and/ or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 and therefore, seek approval of the shareholders.

Hence, Board hereby recommends passing the **Special Resolution** for the approval of members as set out in item no 2 of this notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the Company, if any.

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

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

**Place: Kolkata  
Date: 24<sup>th</sup> January, 2024  
Registered Office:  
1, British India Street, 5th Floor,  
Room No # 503, Kolkata - 700 069  
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