



JAYSHREE CHEMICALS LIMITED

Registered Office : 31, Chowringhee Road, Kolkata - 700 016
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Website : www.jayshreechemicals.com CIN : L24119WB1962PLC218608



18th October, 2019

The Secretary
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Dear Sir,

Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Minutes of the proceedings of the 57th Annual General Meeting of the Company held on 27th September, 2019, receipt of which may please be acknowledged.

Thanking you,

Encl: As stated.

Yours faithfully,
For JAYSHREE CHEMICALS LIMITED

Company Secretary

JAYSHREE CHEMICALS LIMITED

Minutes of the Proceedings of the 57th Annual General Meeting of the Company held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 on Friday, the 27th September, 2019 at 3.00 P.M.

PRESENT :-

Shri Satish Kapur (In the Chair)
Shri Virendraa Bangur (Managing Director) for self and representing Gold Mohore Investment Company Ltd.
Shri K K Kothari (Director)
Smt. Sindhubala Choudhury (Director)
Shri R K Singhi proxy of Shri Shree Kumar Bangur
Shri Rajesh Bothra proxy of Shri Saurabh Bangur and representing West Coast Paper Mills Ltd.
Shri S.K.Babel representing The Diamond Co. Ltd.
Shri R C Kalani representing Mothola Company Ltd., Veer Enterprises Ltd. and Shree Satyanarayan Investments Co. Ltd.
Shri S R Poddar representing Orbit Udyog Pvt. Ltd.
Shri S K Khemani representing Akhvi Tea Plantations & Agro Industries Ltd.
Shri P K Gupta representing Union Company Ltd.
Shri Manoj Kumar Gupta
Shri Tapas Kumar Dutta
Shri Tarak Nath Chakraborty
Shri A K Pal
Shri Krishnendu Das
and 32 other members

Shri Satish Kapur was unanimously elected Chairman of the Meeting and took the Chair.

The requisite quorum being present the meeting was called to order.

The Register of Directors' and Key Managerial Personnel and their Shareholdings kept pursuant to Section 170 of the Companies Act, 2013 was produced at the commencement of the Meeting and was kept open and accessible during the continuance of the Meeting to the persons having the right to attend the Meeting.

With the permission of the Members present, Notice convening the Meeting, together with the Statement relating thereto, the Statement of Profit and Loss of the Company for the year ended 31st March, 2019 and the Balance Sheet as at that date together with the Report of the Directors having already been circulated to the Members of the Company, were taken as read.

Then the Auditors' Report was read out by Shri S K Lahoti.

Thereafter, the following Resolutions were moved:-

1. (As an Ordinary Resolution)

“Resolved that the Statement of Profit and Loss of the Company for the year ended 31st March, 2019 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors be and are hereby adopted and passed.”

Proposed by Shri Tapas Kumar Dutta
Seconded by Shri Tarak Nath Chakraborty

The queries raised by the members were suitably answered by the Chairman.

10552449 votes were casted in favour of and 124 votes were casted against this Resolution and accordingly, this Resolution was passed by requisite majority.

2. (As an Ordinary Resolution)

“Resolved that Shri Virendraa Bangur, holding DIN No. 00237043, who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

Proposed by Shri Tarak Nath Chakraborty
Seconded by Shri R C Kalani

10552336 votes were casted in favour of and 237 votes were casted against this Resolution and accordingly, this Resolution was passed by requisite majority.

3. (As a Special Resolution)

“Resolved that the Company hereby approves the re-appointment of and the remuneration payable to Shri Virendraa Bangur as the Managing Director of the Company for a further period of five years with effect from 12th November, 2019 to 11th November, 2024 upon the terms and conditions set out in the Agreement to be entered into by the Company with Shri Virendraa Bangur in this behalf, a draft whereof initialled by the Chairman for the purpose of identification is placed before the Meeting.

Proposed by Shri P K Gupta
Seconded by Shri A K Pal

10552336 votes were casted in favour of and 237 votes were casted against this Resolution and accordingly, this Resolution was passed by requisite majority.

4. (As a Special Resolution)

“Resolved that pursuant to the provisions of Section 197 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant Rules made there under, the Company hereby ratifies the remuneration of Rs.12,52,500/- (Rupees Twelve Lakh Fifty Two Thousand Five Hundred only) paid to Shri Prabhu Nath Ojha (DIN: 00592544), Executive Director of the Company for the period 17th August, 2015 to 31st March, 2016 upon the terms and conditions set out in the Agreement entered into by the Company with Shri Prabhu Nath Ojha in this behalf in view of the abatement of the application of the Company filed with the Central Government under Section 197 of the Act.

Resolved Further that the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

Proposed by Shri S K Babel

Seconded by Shri Krishnendu Das

10552336 votes were casted in favour of and 237 votes were casted against this Resolution and accordingly, this Resolution was passed by requisite majority.

The Meeting concluded with a vote of thanks to the Chair at 5.00 P.M.

SD/-
Satish Kapur
CHAIRMAN