

# **BALLY JUTE COMPANY LIMITED**

**CIN: L51909WB1982PLC035245**

**(An ISO 9001 2008, 14001-2004 & 18001-2007(Company)**

**Regd.Office & Mills : 5, Sree Charan Sarani, Bally,**

**Dist.Howrrah, Pin - 711 201, West Bengal, India**

**Phone: + 91-33-26712086, 2036, 5049, 5051**

**Fax : 91-33-2671-8270**

**E-mail: sanjay\_agarwal@kankariagroup.com**

## **NOTICE**

TO THE MEMBERS,

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting of the members of the M/S BALLY JUTE COMPANY LIMITED will be held at the Registered office of the company at 5, Sree Charan Sarani, Bally, Howrah-711201 on Friday, 05<sup>th</sup> September, 2025 at 01.00 P.M. to transact the following business:-

### **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial statement, Directors Report and the Auditors Report of the company for the year ended 31<sup>st</sup> March 2025.
2. To appoint Mrs. Nibedita Majumder (DIN- 07168214), who retires by rotation, and being eligible, offer herself for re-appointment.

### **SPECIAL BUSINESS**

#### **3. Ratification of remuneration of cost auditor:**

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

**“RESOLVED THAT** pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) rules, 2014 (including any statutory modification(s) or re-enactment, thereof, for the time being in force), the remuneration of Rs. 40,000/- (all inclusive) excluding G.S.T, if any applicable payable to M/s B.G. Chowdhury & Co., Cost Accountants, who has been appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost accounting records maintained by the Company for the year ending 2025 be and is hereby ratified.”

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

#### **4. Regularization the appointment of Mr. Gaurav Baid. (DIN - 10869335) as a Non-Executive - Independent Director:-**

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

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provision of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and qualification of Directors) Rules, 2014 and the Regulation 17 & 25 and other applicable provisions/regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gaurav Baid (DIN - 10869335) who was appointed as an additional Non-Executive Independent Director of the company for a term of 5 consecutive years commencing from July 10, 2025 onwards and who being eligible for independence under section 149 (6) of the Act and rule framed thereunder subject to approval of shareholders’ meeting within 3 months from the date of appointment as per SEBI LODR regulation 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and based on the recommendation of the Nomination & remuneration committee and subject to approval in annual general meeting. The board of directors of the company be and is hereby appointed as an Independent Director in its board meeting dated July 10, 2025 not liable to retire by rotation and to hold office for a First term of 5 (five) consecutive years on the board of the company commencing from July 10, 2025 upto July 09, 2030 (both days inclusive) and further intend to change its designation from Additional Non-Executive Independent Director to Non-Executive Independent Director.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**5. Appointment of M/s. Rakesh Agrawal & Co., Practising Company Secretary as Secretarial Auditors and fix their Remuneration:-**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities Exchange Board Of India (Listing obligations and Disclosures Requirements) Regulations, 2015 ( “SEBI Listing Regulations” ) read with circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 ( “ the Act” ), M/s. Rakesh Agrawal & Co., Practising Company Secretary ( Proprietorship firm) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 Consecutive years, from 01st April, 2025 to 31st March, 2030 (“the term” ), on such terms and conditions, including remuneration as may be determined by the Board of Directors ( hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** approval of Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which



the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by Board.

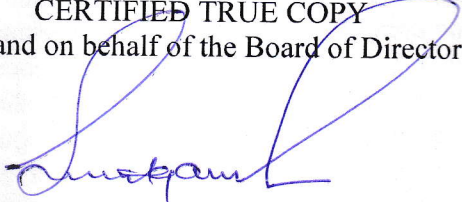
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

**Registered Office:**  
5, Sree Charan Sarani,  
Bally, Howrah-711201

10<sup>th</sup> July, 2025



CERTIFIED TRUE COPY  
For and on behalf of the Board of Director

  
(SANJAY KUMAR AGARWAL)  
Company Secretary  
Membership No. A9681

## NOTES :

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 which sets out details relating to special Business of the meeting, is annexed hereto.
2. A Member entitled to attend and vote at the meeting is also entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy in order to be effective must be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. The register of Members and Share transfer Books of the Company will remain closed from 30<sup>th</sup> August, 2025 to 05<sup>th</sup> September, 2025 (both days inclusive).
4. Details under Regulation 36 of Securities & Exchange Board of India (Listing Obligation & Disclosure, Requirement) Regulation, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
5. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours on all working days up to the date of AGM.
6. Members/ Proxies are requested to bring the attendance slip along with their copy of Annual report with them at the AGM.
7. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.
8. The Notice of the Annual General Meeting is uploaded on the Company's website [www.ballyjute.com](http://www.ballyjute.com) which may be accessed by the members.



#### **9. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 43<sup>rd</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

The remote e-voting period begins on **Tuesday, 02<sup>nd</sup> September, 2025 at 09:00 A.M. (IST)** and ends on **Thursday, 04<sup>th</sup> September, 2025 at 05:00 P.M (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) **i.e. 29<sup>th</sup> August, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **29<sup>th</sup> August, 2025**.

Further, Notice will be send to those shareholders, whose name appears in the shareholding of the company as on 26<sup>th</sup> July, 2025.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are



advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for <b>NSDL IDeAS facility</b>, 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 “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for <b>IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are</li> <li><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System My easi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
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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.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rakesh220466@yahoo.co.in](mailto:rakesh220466@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 .

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sanjay.agarwal@kankariagroup.com](mailto:sanjay.agarwal@kankariagroup.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sanjay.agarwal@kankariagroup.com](mailto:sanjay.agarwal@kankariagroup.com). If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login



method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> August, 2025.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 29<sup>th</sup> August, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. Rakesh Agrawal has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.ballyjute.com](http://www.ballyjute.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited, Kolkata.



## **Annexure to the Notice**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 3:**

M/s B.G.Chowdhury & Co, Cost Accountants, were appointed as Cost Auditors by the Board of Directors at their meeting held on 25.06.25 to audit the cost records maintained by the Company in connection with manufacture of Jute products for the financial year 2025-26 on the recommendation of Audit Committee at a remuneration of Rs. 40,000/-(all inclusive) excluding G.S.T if applicable.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board is required to be ratified subsequently by the members of the company. Accordingly, consent of members is sought for passing an ordinary Resolution as set out in item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2026.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommend the Ordinary Resolution set out at Item No.3 of the Notice for approval by the members.

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

Mr. Gaurav Baid (DIN - 10869335) is currently an Independent Director of the Company, he was appointed as an Independent Director of the Company by the Board as on 10<sup>th</sup> July, 2025 for a period of 5 (five) consecutive years commencing from 10<sup>th</sup> July, 2025 upto 09<sup>th</sup> July, 2030 (both days inclusive) subject to approval of Annual General Meeting or Shareholders' meeting to be held within 3 months from the date of appointment as per SEBI LODR Regulation, 2015, whichever is earlier. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 10<sup>th</sup> July, 2025 appoint Mr. Gaurav Baid (DIN - 10869335) as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 10<sup>th</sup> July, 2025 upto 09<sup>th</sup> July, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Ordinary Resolution. Further, based on the approval of Annual General Meeting, Mr. Gaurav Baid intend to change its designation from Additional Non-Executive Independent Director to Non-Executive Independent Director of the Company as per Companies Act, 2013.

The profile and specific areas of expertise of Mr. Gaurav Baid (DIN - 10869335) are provided as Annexure to this Notice.



Mr. Gaurav Baid has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, he is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. As per his experience, the Board considers it desirable and in the interest of the Company to have Mr. Gaurav Baid on the Board of the Company and accordingly the Board appoint Mr. Gaurav Baid as an Independent Director as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except for Mr. Gaurav Baid and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommend the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members.

#### **Item No. 5**

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on 10th July, 2025 have approved subject to approval of Members, appointment of M/s. Rakesh Agrawal & Co., Peer Reviewed Firm of Company Secretaries in Practice (Proprietorship Firm) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

#### **Credentials of the Secretarial Auditor:**

M/s. Rakesh Agrawal & Co., Company Secretaries & Registered Valuer (Securities or Financial Assets) is a distinguished professional firm based in Kolkata, providing a comprehensive suite of corporate legal, secretarial, compliance, and valuation services. Headed by Mr. Rakesh Agrawal (Proprietor) (FCS, LLB, B.Com), a Fellow Member of ICSI and an IBBI-Registered Valuer for Securities or Financial Assets, the firm has been in active practice for over 15 years, delivering reliable, ethical, and practical solutions to a diverse clientele.

M/s. Rakesh Agrawal & Co., have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.



**Terms and conditions of appointment & remuneration:**

**a) Term of appointment:**

5 (Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.

**b) Remuneration:**

Rs. 22,000/- (Rupees Twenty Two Thousand only) per annum plus applicable taxes and other out-of-pocket expenses (If any) as may be mutually agreed between the Board & Mr. Rakesh Agrawal in connection with the Secretarial audit for Financial Years from April 1, 2025 upto March 31, 2030.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

**Fee for subsequent year(s):** As determined by the Audit Committee and/or the Board of Directors.

**c) Basis of recommendations:**

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 5 of the accompanying Notice for approval of Members.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT**

**[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]**

<b>Name of Director</b>	Mrs Nibedita Majumder
<b>Date of Birth</b>	29.01.1977
<b>Date of Appointment</b>	04.05.2015
<b>Expertise in specific functional areas</b>	Marketing and Administration
<b>Tenure</b>	Appointment as a Non-Executive Director
<b>Expertise in specific functional areas</b>	Experience of above 10 years in jute industry.
<b>List of outside Directorship held</b>	Nil
<b>Chairman/Member of the</b>	Member- Audit Committee

For BALLY JUTE COMPANY LTD.

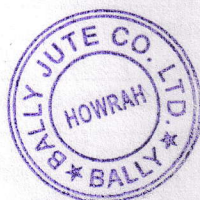
  
Company Secretary



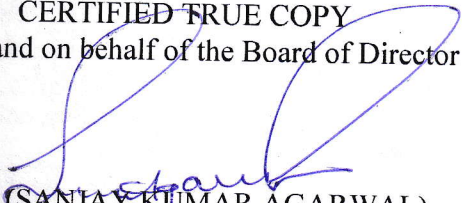
<b>Committee of the Board of Directors of the Company</b>	Member- Nomination and Remuneration Committee Member- Stakeholders Relationship Committee.
<b>Chairman/Member of the Committee of the Board of Directors of the other Public Company</b>	None
<b>Shareholding of the Non-Executive Director</b>	Nil
<b>Relationship between Directors inter-se</b>	None

<b>Name of Director</b>	Gaurav Baid
<b>Date of Birth</b>	27.03.1980
<b>Date of Appointment</b>	10.07.2025
<b>Tenure</b>	Appointment as an Independent Director (1 <sup>st</sup> Tenure) for the term of 5 years.
<b>Expertise in specific functional areas</b>	B.Com and has experience of more than a decade in Real Estate service sector.
<b>List of outside Directorship held</b>	1. Yajur Fibres Ltd
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Member- Audit Committee Chairman- Nomination and Remuneration Committee Member - CSR Committee Member- Stakeholders Relationship Committee.
<b>Chairman/Member of the Committee of the Board of Directors of the other Public Company</b>	Chairman - Audit Committee Chairman - Stakeholders Relationship Committee Chairman - CSR Committee Member - Nomination and Remuneration Committee Member - Finance Committee
<b>Shareholding of the Non-Executive Director</b>	Nil
<b>Relationship between Directors inter-se</b>	None

**Registered Office:**  
5, Sree Charan Sarani,  
Bally, Howrah-711201  
10<sup>th</sup> July, 2025



**CERTIFIED TRUE COPY**  
For and on behalf of the Board of Director

  
(SANJAY KUMAR AGARWAL)  
COMPANY SECRETARY  
MEMBERSHIP NO. A9681