

BALLY JUTE COMPANY LTD.  
CIN: L51909WB1982PLC035245  
Reg. Office: 5, Sree Charan Sarani, Bally, Howrah-711201  
Phone: +91-33-2671 2086/ 2036 / 5049 /5051  
Fax :91-33- 2671-8270  
Website: www.ballyjute.com

### **NOTICE**

Notice is hereby given that the 35<sup>th</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 Tuesday, 26<sup>th</sup> September, 2017 at 10.00 A.M. for the following purpose :-

### **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial statement of the Company for the year ended 31<sup>st</sup> March 2017, the Directors Report and the Auditors Report thereon.
- 2 To appoint Sri J.K.Kapila (DIN-00320521), who retires by rotation, and being eligible, offer himself for re-appointment.
- 3 To appoint auditors and fix their remuneration and in this regard pass the following resolution as an ordinary resolution:

“**Resolved** that pursuant to the provisions of sections 139,142 and other applicable provisions if any, of the Companies Act 2013 read with companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), JBS & Co. having Registration No. 323734E be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth next annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS**

#### **4 Ratification of remuneration of cost auditor:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a 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. 20,000/- (all inclusive) plus service tax, 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 2018 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."

**5 Reappointment of manager :**

**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 sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with schedule V of the said Act, (including any statutory modification(s) or re-enactment, thereof, for the time being in force), the approval of Company be and is hereby accorded to the Reappointment of Shri Jitendra Kumar Kapila, Director, as Manager of the Company for a period of 5 (five) years with effect from 27th September, 2017 upon the Remuneration, Perquisites and benefits as setout in the Explanatory Statement u/s 102 of the Companies Act 2013, annexed to the notice convening the Meeting and upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Mr. J.K.Kapila, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialed by the Chairman of the Meeting.

**Registered Office:**

5, Sree Charan Sarani,  
Bally, Howrah-711201  
25<sup>th</sup> August 2017

**CERTIFIED TRUE COPY**

For and on behalf of the Board of Director

*J. K. Kapila*

**DIRECTOR**

(DIN- 00320521)



## 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 20<sup>th</sup> September, 2017 to 26<sup>th</sup> September, 2017 (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 upto 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. **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 35<sup>th</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.
- IV. The remote e-voting period commences on 23<sup>rd</sup> September, 2017 (9:00 am) and ends on 25<sup>th</sup> September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file attached viz; "remote e-voting pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "BALLY JUTE COMPANY LIMITED".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.



(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [agrwalalpana@gmail.com](mailto:agrwalalpana@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members having shares in physical mode or whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 19<sup>th</sup> September, 2017.
- X. 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. 19<sup>th</sup> September, 2017, 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.

- XI. 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
- XII. 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.

- XIII. Mrs. Alpana Agarwal 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.
- XIV. 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.
- XV. 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. 4:**

M/s B.G.Chowdhury & Co, Cost Accountants, were appointed as Cost Auditors by the Board of Directors at their meeting held on 10.07.17 to audit the cost records maintained by the Company in connection with manufacture of Jute products for the financial year 2017-18 on the recommendation of Audit Committee at a remuneration of Rs. 20000/- (all inclusive) plus service tax 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.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2018.

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. 4 of the Notice.

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

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

As the earlier terms of appointment of the Manager expires on 31<sup>st</sup> July 2017. The Board proposes the re-appointment of Mr. Jitendra Kumar Kapila as Manager of the company subject to the approval of the company in Annual General Meeting.

Mr. Jitendra Kumar Kapila, a textile technologist, associated with diversified jute products technology and manufacturing for more than 60 years. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jitendra Kumar Kapila as a Manager. The Draft agreement between the company and Shri Jitendra Kumar Kapila contains the following terms and conditions.

- I. Shri Jitendra Kumar Kapila shall hold the office of the Manager in addition to his Directorship for a period of 5 years with effect from 27<sup>th</sup> September, 2017.
- II. Shri Jitendra Kumar Kapila shall throughout the tenure devote the whole of his time and attention to the business and affairs of the company and shall Comply with all the directions of the Board of Directors.

II. In consideration of Mr. Kapila's services as the MANAGER of the Company he shall be entitled to receive the following remuneration and benefits :-

- a) Salary : Rs.14,000/- per month.
- b) House Rent Allowance : 25% of Basic Salary
- c) other Benefits : i.e. Bonus, Leave Encashment, Leave Travel Allowance and Medical Re-imbursement will be same as stipulated in the service agreement of Bally Jute Company Ltd. Gratuity will be paid in terms of the payment of Gratuity Act 1972.

1. This Agreement may be terminated at any time by the company or by Mr. J.K.Kapila by giving to the other three months' notice in writing to this effect or in the case of the company should it so determine by the payment to Mr. J.K.Kapila of three months salary in lieu of such notice.
2. Mr. J.K.Kapila shall faithfully and diligently serve the company and at such times and as such place or places as the Board of Directors shall require.
3. Mr. J.K.Kapila shall not at any time or times hereafter divulge or make known any of the trusts, secrets, accounts or dealings of or relating to the business of the company but shall keep the same undisclosed and inviolate (except to such of the employees of the company or any other duly authorized persons to whom the same be divulged or communicated for the efficient conduct of the company's business).
4. Mr. J.K.Kapila shall at all times during the currency of this Agreement abide by all Rules and Regulations of the company as may from time to time be in force and also be subject to all applicable provisions of law contained in the Companies Act, 2013 or any reenactment or modification thereof for the time being in force.

Save and except Mr. Jitendra Kumar Kapila and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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. 5 of the Notice.

The Board Commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

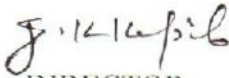
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SECURITIES & EXCHANGE BOARD OF INDIA (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015 :**



<b>Name of Director</b>	Mr. Jitendra Kumar Kapila
<b>Date of Birth</b>	28.09.1930
<b>Date of Appointment</b>	07.02.2006
<b>Expertise in specific functional areas</b>	A textile technologist, associated with diversified jute products technology and manufacturing for more than 60 years
<b>Qualification</b>	B.Sc and B.Tech
<b>List of outside Directorship held</b>	Satbichar Vyappar Ltd. Nalanda Builders Pvt.Ltd. Ballyfabs International.Ltd. Innovative Sales Agencies Pvt. Ltd. Auckland Services And Securities Ltd. Anuradha Carpets & Mattings Ltd. Sapphire Vyapaar Pvt. Ltd
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Member- Stakeholders Relationship Committee. Member- Finance 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

**Registered Office:**  
5, Sree Charan Sarani,  
Bally, Howrah-711201  
25<sup>th</sup> August 2017

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

  
DIRECTOR  
(DIN- 00320521)

## ROUTE MAP

REGISTERED OFFICE OF BALLY JUTE COMPANY LTD.



5, Shri Charan Sarani, Uttarpara, Howrah, West Bengal 711205