

**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](http://www.ballyjute.com)

**NOTICE**

TO THE MEMBERS,

Notice is hereby given that the 37<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 Thursday, 26<sup>th</sup> September, 2019 at 10.00 A.M. to transact the following business:-

**ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial statement of the Company for the year ended 31<sup>st</sup> March 2019, 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.

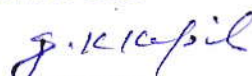
**SPECIAL BUSINESS**

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

**To consider and if thought fit, to pass with or without modification(s) the following resolution as 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. 33,000/- (all inclusive) plus 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 2020 be and is hereby ratified.”

For BALLY JUTE COMPANY LTD.

  
Director

"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 Regularisation of appointment of Mr. Mayank Kumar as an Independent Non-Executive Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Mayank Kumar (DIN: 00492308 ), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from February 01, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

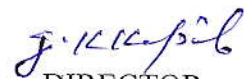
RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**Registered Office:**

5, Sree Charan Sarani,  
Bally, Howrah-711201  
30<sup>th</sup> July, 2019

CERTIFIED TRUE COPY

For and on behalf of the Board of Director

  
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, 2019 to 26<sup>th</sup> September, 2019 (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. **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 37<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, 2019 (9:00 am) and ends on 25<sup>th</sup> September, 2019 (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, 2019 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.
9. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
    - Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
    - Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

#### **How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
---	-------------------------



a) For Members who hold shares in demat account with NSDL.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details 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 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, your 'initial password' is communicated to

you on your postal address.

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.
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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.



6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- (i) 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 [rakesh220466@yahoo.co.in](mailto:rakesh220466@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (ii) 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.
  - (iii) 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.
- V. 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, 2019.
- VI. 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, 2019, 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.
- VII. 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

- VIII. 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.
- IX. 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.
- X. 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.
- XI. 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 24.06.19 to audit the cost records maintained by the Company in connection with manufacture of Jute products for the financial year 2019-20 on the recommendation of Audit Committee at a remuneration of Rs. 33000/- (all inclusive) plus 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.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2020.



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

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

As per section 149 & 161 of the Companies Act, 2013 & other rules & forms as per companies Act, The articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

In line with the aforesaid provisions of the Companies Act 2013, and in view of long, rich experience, continued valuable guidance to the management and strong board performance of Mr. Mayank Kumar, it is proposed to appoint him as a Non-Executive Independent Director on the Board of Bally Jute Company Ltd for a period of five years from the date of Appointment (i.e. 01<sup>st</sup> February, 2019).

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail services of Mr. Mayank Kumar as an Independent Director. Accordingly the Board recommends passing of the resolution at Item No.4 of the Notice as Ordinary Resolution.

Except Mr. Mayank Kumar, being an appointee, none of the Directors or Key Managerial personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

#### **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 Trend Vyapaar 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

<b>Name of Director</b>	Mayank Kumar
<b>Date of Birth</b>	16.03.1955
<b>Date of Appointment</b>	01.02.2019
<b>Tenure</b>	Appointment as an Independent Director for the term of 5 years.
<b>Expertise in specific functional areas</b>	B.SC and has 40 years experience in Jute Industry.
<b>List of outside Directorship held</b>	None
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Chairman-Audit Committee Chairman - Shareholders Grievance 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  
30<sup>th</sup> July 2019

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

*J. K. K. P. S.*  
**DIRECTOR**  
(DIN- 00320521)

