

Notice

To the Shareholders

Notice is hereby given that the Seventy Seventh Annual General Meeting of the Company will be held on Monday, the 14th August, 2023 at 3:30 P.M. through two-way Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement for the Financial Year ended 31.03.2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vikash Kandoi (holding DIN-00589438), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. To approve continuation of directorship of Non-Executive Director- Mr. Vikram Swarup, Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1) (A) of the SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018 which requires a special resolution for continuing the directorship of any person as a Non-Executive Director who will attain the age of seventy five years, approval of the Company be and is hereby accorded for the continuation of directorship of Mr. Vikram Swarup (holding DIN-00163543) as Non-Executive Director and Independent Director of the Company, aged about 74 years with his original terms and conditions of appointment."

4. Re-appointment of Mr. Vikash Kandoi, Whole-time Director under the designation "Executive Director" for a term of three years w.e.f. 01.04.2024

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Vikash Kandoi (DIN-00589438), as a Whole-time

Director under the designation "Executive Director" of the Company for a period of three years w.e.f. 01.04.2024, liable to retire by rotation, on the remuneration and terms and conditions, enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration Committee and/or approved by Board from time to time and as may be acceptable to Mr. Vikash Kandoi."

"RESOLVED FURTHER THAT, notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2024 during the tenure of Mr. Vikash Kandoi as Whole-time Director of the Company, the Company incurs loss or its profits are inadequate, the company shall pay to Mr. Vikash Kandoi the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Vikash Kandoi from time to time and to comply with legal provisions and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

5. Approval of the remuneration of the Cost Auditor of the Company for the year 2023-24

To consider and if thought fit, to pass with or without modifications, the following Resolution as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Cost Auditor appointed by the Board of Directors of the company to conduct the audit of cost records for the year 2023-24 be paid the remuneration as set out in the statement annexed hereto."

"RESOLVED FURTHER THAT the Board is hereby authorized to do all acts and take all steps to give effect to the above resolution."

Registered & Head Office

"Industry House"

10, Camac Street, Kolkata 700 017

Date: 23rd May, 2023

By Order of the Board
For **Jay Shree Tea & Industries Limited**

R.K. Ganeriwala

(President, CFO & Secretary)

FCS - 3216

Notice

NOTES:

- a) The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 read with MCA and SEBI Circulars and Listing Regulations, the 77th AGM of the Company is being held through VC / OAVM. The Company will conduct the proceedings of the AGM from its Registered Office, i.e., "Industry House", 15th Floor, 10 Camac Street, Kolkata 700 017 which shall be deemed to be venue of the meeting.
- 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
- c) The Members can join the AGM 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. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jayshreetea.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- f) The AGM 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.
- g) The Equity Share Transfer Registers will remain closed from Tuesday, 8th August, 2023 to Monday, 14th August, 2023 (both days inclusive) for the purpose of Annual General Meeting.
- h) SEBI has mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by 30th September, 2023 vide its circular dated 3rd November, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company. The forms for updating the same are available at the website of the Company as well as the Registrar & Share Transfer Agent. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s).
- i) Members are requested to intimate atleast seven days before the Annual General Meeting to the Company query/ies, if any, regarding these accounts/notice to enable the management to keep the required information readily available at the meeting.
- j) Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013 dividends for the Financial Year ended 31st March, 2016 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2016 or any subsequent financial year(s) are urged to claim such amount from the Company.

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The last dates of claim for the following dividends are as follows:

Dividends for the year	Date of declaration of dividend	Last date for claiming Unpaid Dividend
2015-2016	05.08.2016	9th September, 2023
2016-2017	31.07.2017	5th September, 2024
2017-2018	01.08.2018	2nd September, 2025
2018-2019	14.08.2019	16th September, 2026

- k) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 31st March, 2023 on the website of the Company (www.jayshreetea.com), as also on the website of the Ministry of Corporate Affairs.
- l) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend remain unpaid or unclaimed for seven consecutive years or more as on 9th September, 2023 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.jayshreetea.com. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.
- m) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code No.INE364A01020.
- n) Members are requested to notify immediately change of address, if any, to the Company in case shares are held in physical form or to the DPs, where the account is maintained, if held in demat form.
- o) The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance
- p) Information about the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:
- Mr. Vikash Kandoi**
- Mr. Vikash Kandoi, is one of the Directors of the Company since 29th, July 2008. He has been looking after day to day affairs of the Company and is helping in various ways to improve its performance. Mr. Vikash Kandoi, aged about 45 years, holding 1126 shares, is a Chartered Accountant. He has experience in the overall business management and contribute effectively in guiding the company towards the path of success.
- Directorships held in other companies: Taranagar Investment Company Limited, Royal Touch Fablon Pvt Ltd, Armstrong Packagings Pvt. Ltd, Indo Asian Commodities Private Ltd, Bhiragacha Finance Company Pvt Ltd, Swadeshi Tradecom Pvt Ltd, ECE Transformers Ltd, Glossy Vincom Pvt Ltd, Drawback Vanijya Pvt Ltd, Ansh Distributors Pvt Ltd, Sitaram Investment Ltd, SriGopal Investments Ventures Ltd and Electrologic Technologies Pvt Ltd
- q) In compliance of provisions of Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the company is pleased to provide members facility to exercise their right to vote at the 77th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by CDSL.

e-Voting Procedure

The instructions for shareholders voting electronically are as under:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 10th August, 2023 at 9:00 A.M. (IST) and ends on 13th August, 2023 at 5:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7th August, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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 or joining virtual meeting & voting during the meeting
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's website 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. 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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

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- 1) The shareholders should log on to the e-voting website 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,
- 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 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 Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Jay Shree Tea & Industries Ltd on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non – Individual Shareholders and Custodians – Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.

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- 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 should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 email address viz; webmaster@jayshreetea.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - 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 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
 - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED 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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

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4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 email address viz; shares@jayshreetea.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800225533

- (r) The voting rights of shareholders shall be in proportion to their share of the paid up equity share of capital the Company.
- (s) Mr.A.K.Labh, Practicing Company Secretary (FCS-4848/CP-3238 of A.K.Labh & Co., Company Secretaries, Kolkata) has been appointed as the Scrutinizer to scrutinize the

e-voting process during the AGM and remote e-voting in a fair and transparent manner, whose e-mail address is: aklabhcs@gmail.com

- (t) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e- voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairperson & Managing Director or a person authorized by her in writing who shall countersign the same. The results declared will be communicated to the stock exchanges and will also be hosted on the website of the company www.jayshreetea.com.
- (u) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 14th August,2023.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Mr.Vikram Swarup (DIN-00163543) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as Independent Director of the Company until the 80th Annual General Meeting of the Company.

Mr.Vikram Swarup, 74 years, an honorary fellow of the Indian Institute of Chemical Engineers & a Mechanical Engineer from Jadavpur University, is acknowledged globally as an authority on thermal design of cooling towers and has authored several technical papers. The Board considered that his continued association would be of immense benefit to the Company and decided to continue his directorship in terms of Regulation 17(1)(A) of the SEBI(Listing obligations and Disclosure Requirement) (Amendment) Regulations, 2018.Mr.Swarup holds 200 shares in the company.

Mr.Vikram Swarup holds directorship in Paharpur Cooling Towers Ltd.;Birla Corporation Ltd;Paharpur Industries Ltd;Melvin Powell Vanaspati & Engineering Industries Ltd; Vikram Solar Ltd; Shyam Steel Industries Ltd; Paharpur-Pragnya Park Pvt Ltd;Doypack Systems Pvt Ltd; Garima Pvt Ltd; Selecto Pac Pvt Ltd; ThyssenKrupp Industries India Pvt Ltd;Paharpur Realty Pvt Ltd; RCCPL Pvt Ltd; Paharpur 3P Pvt Ltd. He also hold Membership in the Audit, Nomination and Remuneration Committee as well as the Stakeholders Grievance committee of the Company.

The Board, based on the performance evaluation of Independent Director as per the recommendation of the

Notice

Nomination and Remuneration Committee, considers that given his background and experience and contributions made by him during his tenure, the continued association of Mr.Vikram Swarup would be beneficial to the Company and its is desirable to continue to avail his services as Independent Director.

Except Mr.Vikram Swarup none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 3.

This statement may also be regarded as an appropriate disclosure under the listing regulations.

The Board recommends the Special Resolution set out at item no. 3 of the Notice for the approval of the members.

Item No. 4

Mr.Vikash Kandoi , is one of the Directors of the Company since 29th July, 2008. He has been looking after day to day affairs of the Company and is helping in various ways to improve its performance. Mr.Vikash Kandoi, aged about 45 years, holding 1126 shares, is a Chartered Accountant. He has experience in the overall business management and contributes effectively in guiding the Company towards the path of success.

He holds Directorships in Taranagar Investment Company Limited, Royal Touch Fablon Pvt Ltd, Armstrong Packagings Pvt. Ltd, Indo Asian Commodities Private Ltd, Bhiragacha Finance Company Pvt Ltd, Swadeshi Tradecom Pvt Ltd, ECE Transformers Ltd, Glossy Vincom Pvt Ltd, Drawback Vanijya Pvt Ltd, Ansh Distributors Pvt Ltd, Sitaram Investment Ltd, SriGopal Investments Ventures Ltd and Electrologic Technologies Pvt Ltd

Mr.Vikash Kandoi, Whole-time Director designated as Executive Director was appointed in Board Meeting held on 1st August,2020, as recommended by Nomination and Remuneration Committee, and approved by the shareholders in the Annual General Meeting held on 29th September,2020 for three years w.e.f. April 1, 2021. So, the tenure of Mr.Vikash Kandoi is due to expire on 31.03.2024. In view of the valuable contribution made by Mr.Vikash Kandoi towards the growth of the Company, the Board in its meeting held on 23rd May,2023 as recommended by Nomination and Remuneration Committee, subject to the approval of the members of the Company in the Annual General Meeting, has decided to re-appoint him as the Whole-time Director designated as Executive Director of the Company for further period of three years w.e.f April 01, 2024 on the remuneration and terms and conditions set out herein. Accordingly, this resolution is being proposed for the approval of the members.

(A) Remuneration (Salary, Perquisites & Allowance)	Not exceeding ₹ 90 Lakh (Rupees Ninety Lakh only) per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable and at actual cost to the company in other cases
(B) Termination	The appointment, notwithstanding the three years tenure fixed w.e.f April 1,2024 may be terminated by either party by giving three months notice in writing
(C) Sitting Fee	No sitting fees shall be payable for attending the meetings of the Board of directors or any Committee thereof
(D) Others	As per company rules

Notwithstanding anything herein above stated where in any financial year during the tenure of Mr.Vikash Kandoi the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The overall remuneration of the Director including

perquisites are well within the overall limits specified under Section 196, 197, 2013 read with Schedule V of the Companies Act,2013.

None of the Directors, except Mr.Vikash Kandoi himself and Mrs.Jayashree Mohta, being the relative of Mr.Vikash Kandoi are concerned or interested in the said resolution.

Information in terms of Schedule V to the Companies Act, 2013 for seeking approval of the shareholders are given here below:

Notice

I GENERAL INFORMATION

- | | |
|---|--|
| 1. Nature of Industry | : Cultivation of tea and manufacturing of tea, sugar, chemicals & fertilizers, and warehousing activities. |
| 2. Date of commencement of commercial production | : The Company is in manufacturing operation since 1945. |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus | : Not applicable |
| 4. Financial performance based on given Indicator | : As per Audited Financial Results for the year ended |

(₹ in Lakh)

	31.03.2023	31.03.2022	31.03.2021
Revenue from operations	79404	70935	78057
Profit before finance cost, depreciation & tax	7415	2941	7614
Finance cost	3439	3594	4218
Profit/(Loss) before Depreciation & tax	3976	(653)	3396
Depreciation/Amortisation	2182	2229	2373
Profit/(Loss) before Tax (PBT)	1794	(2882)	1023
Provision for Tax Expense / (Credit)	198	(3474)	52
Profit/(Loss) after Tax (PAT)	1596	592	971

- | | |
|--|--|
| 5. Foreign Investment or collaborators, If any | : The Company has acquired 100% stake in tea companies owning two estates in Uganda. |
|--|--|

II INFORMATION ABOUT THE APPOINTEES:

a) Mr.Vikash Kandoi

1. Background details

Mr.Vikash Kandoi is a Commerce Graduate and Chartered Accountant with Post Graduate Programme in Management from ISB, Hyderabad. He is on Board of the company since 29th July 2008. The Board in its meeting held on 01.08.2020 appointed Mr. Vikash Kandoi as Whole-time Director designated as Executive Director of the company for a period of 3 years effective 1st April 2021. In view of his valuable contribution towards the growth of the Company the Board in its meeting held on 23.05.2023 re-appointed Mr.Vikash Kandoi as Whole-time Director designated as Executive Director of the Company for a further period of three years effective from 1st April, 2024.

2. Past remuneration

2020-21	₹ 36 Lakh
2021-22	₹ 51 Lakh
2022-23	₹ 60 Lakh

3. Recognition or Awards

A closely held company in India under his stewardship, developed international market for its packaging products and got awards for excellence in exports. He is member, Board of Governors of the Birla Institute of Management and Technology, Noida, a premier Management Institute in the country.

4. Job profile and suitability

Mr.Vikash Kandoi has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis subjected to the superintendence, direction and control of the Board of Directors. With his experience in diverse field, he has gained considerable expertise in corporate management.

5. Remuneration Proposed

The proposed remuneration is within the limit set out under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.

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6. Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person

Remuneration of Chief Executive Officers in the industry in general has gone up manifold in past few years. It is not possible to find out comparative remuneration in the industry with respect to profile of the position with respect to diversified activities of the company tea, suger, chemicals & fertilizers segments. The remuneration to Mr.Vikash Kandoi is purely based on merits.

7. Pecuniary relationship directly or indirectly with the company relationship with the managerial personnel

Mr.Vikash Kandoi has no pecuniary relationship with the Company other than his remuneration as Whole-time Director. He is related to Mrs.Jayashree Mohta, within the meaning of Section 2 of the Companies Act,2013.

III OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

The company operates in tea, sugar and fertilizers. Tea industry is passing through a difficult phase. Cost of inputs have gone up considerably without any corresponding increase in sale, price due to factors beyond the control of the management.

The profitability over the last 5 years is given below:

Year	Profit/(Loss) after Tax (₹ In Lakh)	Dividend Percentage (%)
2018-19	310	7%
2019-20	(2788)	-
2020-21	971	-
2021-22	592	-
2022-23	1596	-

2. Steps taken or proposed to be taken for improvement:

The company is taking continuous steps for improvement in quality of tea. Cost control measures

have been initiated at fertilizer unit. These measures should help in better price realisation of tea and improvement in efficiency of fertilizer unit.

3. Expected increase in productivity and profits in measurable terms:

All the company's gardens are producing quality teas. The Company's gardens are included amongst the top gardens in the areas of their operation. The yields are improving gradually with stress on quality. This should increase our profit margin substantially.

IV DISCLOSURES

1. Disclosure under Corporate Governance in the Board of Directors` Report

The details of sitting fees paid to the Directors and remuneration package payable alongwith relevant details payable to Mr.Vikash Kandoi has been mentioned hereinabove in the Report of Corporate Governance attached to the Director`s Report. There is no severance fee or stock option to either of them. The period of appointment and remuneration to them is as per approval of Annual General Meeting resolution. The appointment may be terminated by either party giving other three months notice.

Item No. 5

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Co., Cost Auditors to audit cost records of tea,sugar and chemical units of the company for the financial year ending 31st March 2024 at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only).

As per Section 148 of the Act, the remuneration payable as above is to be ratified by the shareholders. Accordingly, the consent of the members is sought for passing the said resolution.

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

The Board recommends the resolution for your approval.

Registered & Head Office

"Industry House"

10, Camac Street, Kolkata 700 017

Date: 23rd May, 2023

By Order of the Board
For **Jay Shree Tea & Industries Limited**

R.K.Ganeriwala

(President, CFO & Secretary)

FCS - 3216

Notice

ADDENDUM TO THE NOTICE OF 77TH ANNUAL GENERAL MEETING DATED 23.05.2023

SPECIAL BUSINESS

Item No. 6

Appointment of Ms. Nayantara Palchoudhuri (DIN:00581440) as an Independent Director for an initial period of five years

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modification(s), re-enactment thereof for the time being in force, Ms. Nayantara Palchoudhuri (holding DIN:00581440) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act,

2013 with effect from July 19,2023 by the Board based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of Annual General Meeting and being eligible offers herself for appointment as Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years until the 82nd Annual General Meeting of the company.

RESOLVED FURTHER THAT the President & Secretary be and is hereby authorized to sign and execute all necessary forms and other documents for and on behalf of the Company and also to take all necessary steps as may be required to give effect to the aforesaid appointment.

Registered & Head Office :

“Industry House”
10, Camac Street, Kolkata 700 017
Date: 19th July,2023

By Order of the Board
For **Jay Shree Tea & Industries Limited**
R.K.Ganeriwala
(President, CFO & Secretary)
FCS - 3216

Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

Based on the recommendations of Nomination and Remuneration Committee the Board of Directors had appointed Ms.Nayantara Palchoudhuri (DIN: 00581440) as an Additional Director with effect from 19th July,2023.

Ms.Nayantara Palchoudhuri is M.A. in Development studies from the School of Oriental & African Studies, University of London and M.Phil from London School of Economics and Political Science. She is a fourth generation tea planter with more than 30 years of experience in Tea industry. She has been serving and heading almost all Tea Industry Associations.

She is the First Lady President of Bengal National Chamber of Commerce of Industry and Member of Executive Committee of Indian Chamber of Commerce and Bengal Chamber of Commerce. She is the Executive Committee member of FICCI and founder member of Enterprise Development Institute.

A dynamic personality with multifaceted activities she serves as the Honorary Consul for Norway in Eastern region.

Aged about 61 years, Ms.Palchoudhuri has a wide and rich experience of serving as an Independent Director of renowned Companies. Her other Directorships are:-

The Board recommends the resolution for your approval.

Registered & Head Office :

"Industry House"
10, Camac Street, Kolkata 700 017
Date: 19th July,2023

Rossell India Ltd, Vesuvius India Ltd, Titagarh Wagons Ltd, Ludlow Jute & Specialties Ltd, Nicco Parks & Resorts Ltd,Washabarie Tea Co. Pvt Ltd, Amba River Coke Ltd, JSW Bengal Steel Ltd, and International Combustion (India) Ltd.

Ms.Palchoudhuri also holds the position of Chairperson & membership of various committees of the above mentioned Companies. She is at present the Chairperson of Indian Tea Association, Tea Research Association and Asia Tea Alliance.

In opinion of the Board, Ms.Nayantara Palchoudhuri fulfills the conditions specified in the Companies Act 2013 and rules made thereunder for her appointment as an Independent Director of the Company.

The Board is of the firm view that her association would be of immense benefit to the Company and it is desirable to avail services of Ms.Nayantara Palchoudhuri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms.Nayantara Palchoudhuri as an Independent Director, for the approval by the shareholders of the Company.

Except Ms.Nayantara Palchoudhuri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item No.6. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchange.

By Order of the Board
For **Jay Shree Tea & Industries Limited**
R.K.Ganeriwala
(President, CFO & Secretary)
FCS - 3216