



JAI BALAJI INDUSTRIES LIMITED

Regd. Office : 5, Bentinck Street, Kolkata - 700 001

NOTICE

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the Members of Jai Balaji Industries Limited will be held on Wednesday, the 9th day of May, 2012 at 11.00 a.m. at Rotary Sadan (Shripati Singhania Hall), 94/2 Chowringhee Road, Kolkata – 700 020 to transact the following business:

SPECIAL BUSINESS:

Item no. 1

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

“RESOLVED THAT in terms of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby amended as under :

- a) Clause 1 of Chapter II of the Articles of Association be amended by inserting the words and numbers “except clause 12.3” after the word and symbol “(this Chapter)” appearing in the first line of the said clause.
- b) Clause 12.3 of Chapter II of Articles of Association be amended by substituting the word “shall” appearing after the word “The Company” by the word “may” appearing in the first line of said clause.
- c) Clause 1 of Chapter III of the Articles of Association be amended by inserting the words and numbers “except clause 11.3” after the word and symbol “(this Chapter)” appearing in the first line of the said clause.
- d) Clause 11.3 of Chapter III of Articles of Association be amended by substituting the word “shall” appearing after the word “The Company” by the word “may” appearing in the first line of said clause.

“RESOLVED FURTHER THAT the Board of Directors or any committee thereof of the Company be and are hereby authorised, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Item no. 2

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

“RESOLVED THAT pursuant to Section 224(6), and other applicable provisions, if any, of the Companies Act, 1956 the casual vacancy created by the resignation of the auditors of the Company, viz. M/s. S. R. Batliboi & Co., Chartered Accountants be and is hereby filled up by appointment of M/s. U. Narain & Co., Chartered Accountants of Room no. 503, 5th Floor, Narayani Building, 27, Brabourne Road, Kolkata 700 001 and M/s. Rashmi & Co., Chartered Accountants of 213, Todi Chamber, 2, Lal Bazar Street, Kolkata – 700 001 as Joint Statutory Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company on such terms of remuneration as may be fixed by the Board or committee thereof apart from re-imbusement of out-of-pocket expenses and applicable taxes.”

Item no. 3

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

“RESOLVED THAT pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, Register and Index of Debenture Holders, if any, and Copies of all Annual Returns under Section 159 and 160 of the Companies Act, 1956 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, be so kept at the office of the Registrar and Share Transfer Agent of the Company as may be appointed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorised to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Registered Office :

5, Bentinck Street,
Kolkata – 700 001

Dated : 12th April, 2012

By Order of the Board
For **Jai Balaji Industries Limited**

Ajay Kumar Tantia
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF (ONLY ON A POLL) AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of business at Item Nos. 1 to 3 is annexed hereto.
3. All documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 11.00 a.m. to 1.00 p.m. upto the date of Extra-Ordinary General Meeting.
4. Members/Proxy-holders are requested to produce at the entrance hall the attached attendance slip duly completed for admission to the meeting hall.

Registered Office :

5, Bentinck Street,
Kolkata – 700 001

Dated : 12th April, 2012

By Order of the Board
For **Jai Balaji Industries Limited**

Ajay Kumar Tantia
Company Secretary

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 1

The provisions of Clause 1 read with Clause 12.3 of Chapter II and Clause 1 read with Clause 11.3 of Chapter III of the Articles of Association restricts the choice of appointment of auditors. The proposed amendment will provide greater flexibility and scope for appointment of auditors.

Your Directors, therefore recommend the Item no. 1 of the notice for your adoption in the interest of the Company as a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the subject resolution.

Item No. 2

The existing auditors of the Company – M/s. S. R. Batliboi & Co., Chartered Accountants had been re-appointed by the shareholders at the 12th Annual General Meeting held on 21st September, 2011 to hold office as statutory auditors till the conclusion of next Annual General Meeting of the Company.

The said auditors have now tendered their resignation vide letter dated 5th March, 2012.

Owing to the aforesaid resignation by the said auditors, a casual vacancy has been created which is required to be filled up by the Members as per Section 224(6) of the Companies Act, 1956.

The Board of Directors of your Company recommend for appointment of M/s. U. Narain & Co., Chartered Accountants having their office at Room no. - 503, 5th Floor, Narayani Building, 27, Brabourne Road, Kolkata – 700 001 and M/s. Rashmi & Co., Chartered Accountants having their office at 213, Todi Chamber, 2, Lal Bazar Street, Kolkata – 700 001 as Joint Statutory Auditors to fill the casual vacancy so created.

Pursuant to Section 224(1B) and other applicable provisions of the Companies Act, 1956 both proposed auditors viz. M/s. U. Narain & Co., Chartered Accountants and M/s. Rashmi & Co., Chartered Accountants have submitted to the Company, their respective certificate in writing stating that their appointment will be in accordance with the limits specified under the said section.

The Directors recommend the resolution for your adoption in the interest of the Company.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution.

Item No. 3

Pursuant to Section 163 of the Companies Act, 1956 the Register of Members, Index of Members and copies of all information pertaining to Annual Return in relation to transfers/transmission and Register of Members, etc. prepared under section 159 of the Act, together with copies of the certificates and documents required to be annexed thereto is being kept at the office of the Registrar & Share Transfer Agent of the Company.

The proposed enabling resolution is to give authority to the Board of Directors to appoint Registrar & Share Transfer Agent from time to time to provide better investor services. In case the Registrar & Share Transfer Agent or its address is changed the Company shall communicate the same by publishing public notice in newspapers.

Your Directors, therefore recommend the Item no. 3 of the notice for your adoption in the interest of the Company as a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution.

Registered Office :

5, Bentinck Street,
Kolkata – 700 001

Dated : 12th April, 2012

By Order of the Board
For **Jai Balaji Industries Limited**

Ajay Kumar Tantia
Company Secretary



Jai Balaji Industries Limited

Registered Office : 5, Bentinck Street, 1st Floor, Kolkata - 700 001

ATTENDANCE SLIP

Please fill the attendance slip and hand it over at the entrance of the meeting hall

DP ID
Regd. Folio No.*

Client ID
No. of shares

NAME AND ADDRESS OF THE SHAREHOLDER : _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Wednesday, the 9th day of May, 2012 at 11:00 A.M. at Rotary Sadan (Shripati Singhanian Hall), 94/2 Chowringhee Road, Kolkata – 700 020.

Please (✓) in the box

MEMBER

PROXY

.....
Member's Signature

.....
Proxy's Signature

*Applicable for investors holding shares in physical form.



Jai Balaji Industries Limited

Registered Office : 5, Bentinck Street, 1st Floor, Kolkata - 700 001

PROXY FORM

DP ID
Regd. Folio No.*

Client ID
No. of shares

I/We of in the district of being a member/members of Jai Balaji Industries Limited, hereby appoint of in the district of or failing him/her of in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company being held on Wednesday, the 9th day of May, 2012 at 11:00 A.M. at Rotary Sadan (Shripati Singhanian Hall), 94/2 Chowringhee Road, Kolkata – 700 020 and at any adjournment thereof.

Signed this day of 2012.

Affix
Revenue
Stamp

Signature

*Applicable for investors holding shares in physical form.

Note : The Proxy form duly completed and signed should be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.

BOOK POST



If undelivered, please return to :

JAI BALAJI INDUSTRIES LIMITED

5, Bentinck Street,
Kolkata - 700 001