

# JATTASHANKAR INDUSTRIES LIMITED

CIN L17110MH1988PLC048451

Regd. office: 11, Parasrampur Apartment, Film City Road, Gokuldham,  
Goregaon (East), Mumbai-400063. Tel -28414262 /65  
Email: jattashankarind@yahoo.com Website: [www.jsil.in](http://www.jsil.in)

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## NOTICE

NOTICE is hereby given that Extra-Ordinary General Meeting of Jattashankar Industries Limited will be held on Wednesday, 28<sup>th</sup> February, 2024 at 11.30 a.m. (IST) through video conferencing (VC) / Other Audio-Visual Means (OAVM) facility to transact following business.

### **Special Business:**

#### **1. Approval for Related Party Transactions between the Company and Mr. Krishna Sharad Poddar.**

**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 188 and all other relevant provisions of the Companies Act, 2013 (“Act”), if any, and the rules framed thereunder, the applicable law and the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including, any statutory modification(s) or amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof and the Company’s Policy on Related Party Transactions (“RPT”), basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, and is hereby accorded to the Board of Directors to sell the property situated at Flat No-12, parasrampur Apartment, Opp. Bank of India, General A.K. Vaidya Marg, Gokuldham, Goregaon (East) Mumbai 400063 to Mr. Krishna Sharad Poddar up to the maximum Rs. 1.75 Crore (Rupees One Crore Seventy-Five Lakhs Only) as provided in the Explanatory statement of the Notice on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Mr. Krishna Sharad Poddar.

**RESOLVED FURTHER THAT** the Board of Directors 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.”

#### **2. Approval for sale of property of the Company Situated at Goregaon (East), Mumbai under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**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 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable rules (“Rules”) thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorised by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) to sell the property situated at Flat No-12, parasrampuria Apartment, Opp. Bank of India, General A.K. Vaidya Marg, Gokuldham, Goregaon (East) Mumbai 400063 to Mr. Krishna Sharad Poddar (“Purchaser”), up to the maximum consideration of Rs. 1.75 Crores (Rupees One Crore Seventy-Five Lakhs only), subject to the terms and conditions specified in the Sale Agreement and other agreements, deeds, undertaking, and documents executed or to be executed by the Company and the Purchaser.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.

**“RESOLVED FURTHER THAT,** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

**3. Approval for sale of undertaking of the Company situated at Silvassa, Dadra & Nagar Haveli under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**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 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable rules (“Rules”) thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorised by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) for the sell/transfer of Yarn Processing Business (YPB) business division comprising of (a) Texturizing Process; and (b) Twisting Process along with land & Building, Plant & Machineries, all Fixed assets and contracts, employees (collectively referred to as “YPB Business Undertaking”) situated at 77/78, Silvassa Piparia Industrial Estate, Silvassa, Dadra & Nagar Haveli (UT)- 396230 to Sunrise Colours Limited a Company incorporated under provisions of Companies Act, 1956 having its registered office at 11, Parasrampurua Apartment, Film City Road, Opp. Bank of India, Gokuldharm Goregaon (East), Mumbai- 400063 (“Purchaser”), up to the maximum consideration of Rs. 4.00 Crores (Rupees Four Crore only), subject to the terms and conditions specified in the Sale Agreement and other agreements, deeds, undertaking, and documents executed or to be executed by the Company and the Purchaser.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.”

**“RESOLVED FURTHER THAT**, all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

By Order of the Board  
**For Jattashankar Industries Limited**

Date: 24/01/2024  
Place: Mumbai

**Sd/-**  
**Jattashankar Poddar**  
**Managing Director**  
**DIN: 00335747**

Registered Office: 11, Parasrampuria Apt, Filmcity Road,  
Gokuldharm, Goregaon (East) Mumbai- 400 063

**Notes:**

1. Pursuant to the General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 General Circular No. 21/2021 dated 14<sup>th</sup> December 2021, General Circular No. 2/2022 dated 05<sup>th</sup> May, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022 issued by the Securities and Exchange Board of India (“SEBI”) (collectively referred to as “relevant circulars”), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) issued by SEBI (collectively referred to as ‘Circulars’), companies are allowed to hold Extra-Ordinary General Meeting through VC/OAVM without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since this EGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 of the Companies Act, 2013 with respect to item nos. 1, 2, and 3 of the Notice is annexed hereto and forms part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> February, 2024 to 28<sup>th</sup> February, 2024 (both days inclusive)
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Members are requested to intimate any change in their address to the Registrar and Transfer Agent of the company.
7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to the RTA i.e., Link Intime India Pvt Ltd. or to the Company, if not already submitted.

8. Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Notices and Circulars etc. from the Company electronically.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. Members desiring any information pertaining to the financial statements are requested to write to the Company Secretary at an early date to enable the Management to reply at the EGM.
11. Members are requested to: -
  - i. Members holding shares in Physical form are requested to convert their holding into dematerialize form to eliminate all risk associated with Physical shares; Members can contact our RTA in this regard.
  - ii. Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company at e-mail address: [jattashankarind@yahoo.com](mailto:jattashankarind@yahoo.com) at least seven days prior to the date of Extra-Ordinary General Meeting. The same shall be replied suitably by the Company, Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
  - iii. Send all correspondence to the R&TA of the Company, M/s Link Intime India Pvt. Ltd., C-101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI - 400083 upto the date of book closure.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 the format of which is available on the website of the Company's Registrar and Transfer Agent at [www.linkintime.co.in](http://www.linkintime.co.in). Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
13. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit

the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from website of the Company's Registrar and Transfer Agent Link Intime India Private Limited at <https://web.linkintime.co.in/client-downloads.html> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company/RTA in case the shares are held in physical form.

14. As per circular dated November 03, 2021 issued by SEBI, it is mandatory for all holders of physical shares in the Company to furnish PAN, contact details (Postal address, Mobile Number and Email), bank account details, signatures and nomination. The concerned members holding shares of the Company in physical form, are required to submit following forms duly completed in all respects, to the Company or its Share Transfer Agent, for updation of their details: Registration / updation of PAN, postal address, email address, mobile number, demat account details and bank account details

Description	Form
Request for registering PAN, KYC details or updation thereof (Form ISR-1)	Form ISR-1
Confirmation of Signature of securities holder by Banker (ISR-2)	Form ISR-2
Declaration for Opting-out of Nomination (ISR-3) (only for securities held in physical form)	Form ISR-3
Nomination Form (SH-13)	Form SH-13
Cancellation or variation of nomination (SH-14)	Form SH-14
The abovementioned forms are available on the website of the Company at <a href="https://www.jsil.in/investor-forms.php">https://www.jsil.in/investor-forms.php</a>	

15. **Instruction for evoting and joining the EGM are as follows:**

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

a) 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has availed services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the EGM will be provided by NSDL.

b) The remote e-voting period commences on Sunday, 25<sup>th</sup> February, 2024 (9.00 a.m. IST) to Tuesday, 27<sup>th</sup> February, 2024 (5.00 p.m. IST)). During this period members of the Company, holding shares as on the cut-off date of Wednesday, 21<sup>st</sup> February, 2024, 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

c) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

d) The details of the process and manner for remote e-voting are explained herein below:

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

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

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

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

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

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting



period or joining virtual meeting & voting during the meeting.

2. If you are 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon

“Login” which is available under ‘Shareholder/Member’ section.  
 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcskalaagarwal@gmail.com](mailto:pcskalaagarwal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sagar S. Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [jattashankarind@yahoo.com](mailto:jattashankarind@yahoo.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [jattashankarind@yahoo.com](mailto:jattashankarind@yahoo.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [jattashankarind@yahoo.com](mailto:jattashankarind@yahoo.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [jattashankarind@yahoo.com](mailto:jattashankarind@yahoo.com) from 21<sup>st</sup> February, 2024 (10.00 a.m. IST) to 23<sup>rd</sup> February, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
16. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., 21<sup>st</sup> February, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/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” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 21<sup>st</sup> February, 2024, may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”
17. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
18. 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 EGM through polling paper.
19. Ms. Kala Agarwal, Practicing Company Secretary, (FCS no. 5356) 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.
20. The Chairman shall, at the EGM, 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 “remote e-voting” or e-voting at EGM held through VC/OAVM for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.



21. 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 (2) witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
22. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jsil.in](http://www.jsil.in) 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 BSE Limited, Mumbai.
23. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays, and Public Holidays until the date of the Extra Ordinary General Meeting or any adjournment(s) thereof.

By Order of the Board  
**For Jattashankar Industries Limited**

Date: 24/01/2024  
Place: Mumbai

**Sd/-**  
**Jattashankar Poddar**  
**Managing Director**  
**DIN: 00335747**

Registered Office: 11, Parasrampur Apts, Filmcity Road,  
Gokuldham, Goregaon (East) Mumbai- 400 063

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1**

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"], any transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the 'Rule' and 'SEBI (LODR)' are required to be approved by the members of the Company.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

<b>Particulars</b>	<b>Details</b>
Name of the related party:	Krishna Sharad Poddar
Name of the director or key managerial personnel who is related, if any:	Mr. Sharad Poddar
Nature of relationship:	Son
Nature, material terms, monetary value and particulars of the contract or arrangement:	Sale of the Property situated at 12, Parasrampuria Apartment, Film City Road, Opp. Bank of India, Gokuldham, Goregaon (East) Mumbai- 400063 for a consideration up to the maximum of Rs. 1.75 Crore (Rupees One Crore Seventy-Five Lakhs Only)
Duration of these Related Party Transactions	One Time

Any other information relevant or important for the members to take a decision on the proposed resolution: All important information forms part of the Explanatory Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

The transactions as described above may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Special resolution. The Audit Committee has reviewed and approved the transaction as set out herein.

The Board recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except Mr. Sharad Poddar and his relatives.

**Item No. 2**

The Company propose to sell the property situated at Flat No-12, parasrampuria Apartment, Opp. Bank of India, General A.K. vaidya Marg, Gokuldham, Goregaon (East) Mumbai 400063 to Mr. Krishna Sharad Poddar up to the maximum consideration of Rs. 1.75 Crores (Rupees One Crore Seventy-Five Lakhs only), subject to the terms and conditions specified in the Sale Agreement and other agreements, deeds, undertaking and documents executed or to be executed by the Company and the Purchaser.

The Board in its meeting on 24<sup>th</sup> January, 2024 has, subject to approval from members of the Company, approved the sale of the property to the Purchaser.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Members by way of a Special Resolution. The Consent of members is sought to sell the Sale Property to Buyer in the best interest of the Company.

**Additional information required to be disclosed pursuant to Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR)”]:**

Particulars	Details
Object of and commercial rationale for carrying out such sale:	The said property is not in use therefore the Company is intending to sell the same and thereby saving cost of maintainance of property
Use of proceeds:	The Company will use the proceed to explore diversification and to achive better revenues to optimize the interest of the stakeholders

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except Mr. Sharad Poddar and his relatives.

### **Item No. 3**

The Company propose to sell/transfer undertaking of the Company comprising of (a) Texturizing Process; and (b) Twisting Process along with land & Building, Plant & Machineries, all Fixed assets and contracts, employees (collectively referred to as “YPB Business Undertaking”) to Sunrise Colours Limited a Company incorporated under provisions of Companies Act, 1956 having its registered office at 11, Parasrampur Apartment, Film City Road, Opp. Bank of India, Gokuldham Goregaon (East), Mumbai- 400063 (“Purchaser”), up to the maximum consideration of Rs. 4.00 Crores (Rs. Four Crores only), subject to the terms and conditions specified in the Sale Agreement and other agreements, deeds, undertaking, and documents executed or to be executed by the Company and the Purchaser.

The YPB Business Undertaking situated at 77/78, Silvassa Piparia Industrial Estate, Silvassa, Dadra & Nagar Haveli (UT)- 396230 which comprises of the following shall be sold to Sunrise Colours Limited, Mumbai:

1. The Land and Building;
2. The Plant and Machineries includes all Twisting and Texturising Machines and Accessories Machines;
3. The Transferred Employees at Mumbai Head Office and Silvassa Factory if required.
4. The Furniture and Fixtures, Vehicles, and All Fixed Assets of the Company;
5. The Transferred Data and Records if required.

The Board in its meeting on 24<sup>th</sup> January, 2024 has, subject to approval from members of the Company, approved the sale of the YPB Business Undertaking, to the Purchaser.

At the Annual General Meeting held on 16<sup>th</sup> September, 2023 the Members has passed an Ordinary Resolution for approval of the Related Party Transactions between the Company and Sunrise Colours Limited up to the maximum 30 Crore (Rupees Thirty Crore Only) per annum.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), and Regulation 37A(1) of the of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Members by way of a Special Resolution. The Consent of members is sought to sell the Sale Property to Buyer in the best interest of the Company.

**Additional information required to be disclosed pursuant to Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR)”]:**

Particulars	Details
Object of and commercial rationale for carrying out such sale:	(a) Texturizing Process; and (b) Twisting Process are not cost effective to the the Company. Therefore, the Company is planning to sell (a) Texturizing Process; and (b) Twisting Process along with land & Building, Plant & Machineries, all Fixed assets and contracts, employees (collectively referred to as “YPB Business Undertaking”.
Use of proceeds:	The Company will use the proceed to explore diversification and to achive better revenues to optimize the interest of the stakeholders

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except Mr. Jattashankar Poddar and Mr. Sharad Poddar and his relatives.

By Order of the Board  
**For Jattashankar Industries Limited**

Date: 24/01/2024  
Place: Mumbai

**Sd/-**  
**Jattashankar Poddar**  
**Managing Director**  
**DIN: 00335747**