

**NOTICE  
TO THE MEMBERS**

NOTICE is hereby given that the 116<sup>th</sup> Annual General Meeting of The Naihati Jute Mills Company Limited will be held at the Registered Office of the Company at 7, Hare Street, 4<sup>th</sup> Floor, Kolkata-700001 on Saturday, the 18<sup>th</sup> day of September, 2021 at 11.30 A.M. to transact the following business:

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2021 and the Reports of Board of Directors and Auditors thereon.

**Special Business**

2. To appoint Shri Shrish Tapuriah (DIN: 00395964) as a Director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shri Shrish Tapuriah (DIN: 00395964) who was appointed as an Additional Director, pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation”.

3. To ratify the remuneration payable to Cost Auditors as approved by the Board of Directors and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration of ₹25,000 plus applicable taxes and re-imbursment of out of pocket expenses as approved by the Board of Directors payable to Messrs D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), who have been appointed by the Board of Directors as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year ended 31<sup>st</sup> March, 2022 be and is hereby ratified”.

Registered Office  
7, Hare Street, (4<sup>th</sup> Floor),  
Kolkata- 700001  
Date: 31<sup>st</sup> July, 2021

By Order of the Board  
  
CS GOPAL PRASAD CHOUDHARY  
Company Secretary

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**Notes:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than fortyeight hours before the time of commencement of the meeting.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.

## THE NAIHATI JUTE MILLS COMPANY LIMITED

### NOTICE (contd.)

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Directors and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
5. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
6. Members are requested to bring their copy of Annual Report at the Meeting.

### STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (ACT)

**Item 2 :** The Board of Directors at its meeting held on 12th March, 2021 appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Shrish Tapuriah as an Additional Director with effect from 25<sup>th</sup> March, 2021 to hold office as such only upto the date of ensuing Annual General Meeting. His appointment as a Director is required to be approved by the Members in the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Shrish Tapuriah for the office of Director of the Company.

Shri Shrish Tapuriah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Shrish Tapuriah is a qualified Chartered Accountant and keeping in view his vast financial and administrative expertise and knowledge it will be in the interest of the Company that Shri Shrish Tapuriah is appointed as a Director liable to retire by rotation.

Save and except Shri Shrish Tapuriah and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item 2 of the Notice.

**Item 3:** The Board of Directors had appointed Messrs D. Radhakrishnan & Co., Cost Accountants (Registration No.000018), as Cost Auditors to carry out the audit of the cost accounts in respect of jute goods for the financial year ended 31<sup>st</sup> March, 2022 at a remuneration of ₹25,000 plus applicable taxes and re-imburement of out of pocket expenses incurred by them.

In terms of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members.

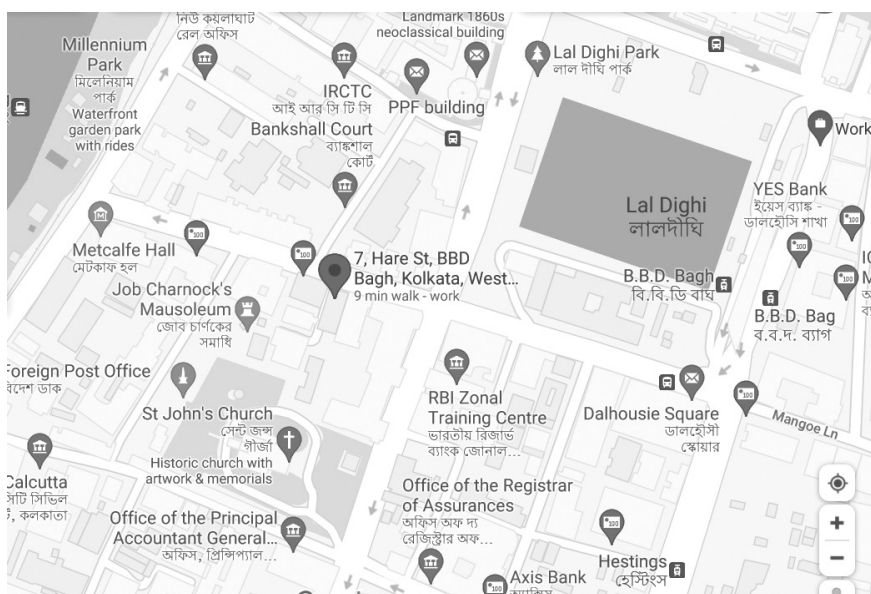
The Board recommends the passing of the proposed Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors.

Registered Office  
7, Hare Street, (4<sup>th</sup> Floor),  
Kolkata - 700001  
Date: 31st July, 2021

By Order of the Board  
  
CS GOPAL PRASAD CHOUDHARY  
*Company Secretary*

## Route Map

To the venue of 116th Annual General Meeting (AGM) at the Registered Office of the Company at 7, Hare Street, 4th Floor, Kolkata - 700001, West Bengal, India



The prominent landmark near the venue is Bankshall Court.