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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JESONS INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 29TH SEPTEMBER, 2017 AT 11 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 904, PENINSULA TOWER 1, GANPATRAO KADAM MARG, LOWER PAREL (WEST), MUMBAI - 400013 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Raju Vinod Palvia (holding DIN 06538252), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Vishal Trivedi & Associates as a Statutory Auditor of the Company and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and subject to Articles of Association, consent of the members be and is hereby accorded to appoint M/s Vishal Trivedi & Associates, Chartered Accountants (Firm Registration No. 126429W), as Statutory Auditors of the Company to hold office from the conclusion of 18th Annual General Meeting till the conclusion of the AGM of the Company to be held in the year 2022, at such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate for the purpose of giving effect to the above resolution."

SPECIAL BUSINESS:

4. **To approve the remuneration of the Cost Auditors for the financial year 2017-2018:**
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Ms. Poonam Shah, Cost Accountant (Firm Registration No. 101430) appointed as the "Cost Auditor" of the Company to conduct the audit of the cost records of the Company for the Financial Year 2017-2018, be hereby paid the fees of Rs.80,000/- plus service tax and reimbursement of out of pocket expenses at actuals.

JIL - AGM 2017



Page 1 of 3

**Jesons Industries Ltd.**

Manufacturer of: Synthetic Adhesives, Vinyl Acetate & Acrylic Emulsions

904, Peninsula Tower 1, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400 013. India.

Tel: (91) (22) 66 51 52 53 • Fax: (91) (22) 66 51 52 52 • email: info@jesons.net • CIN No : U24295MH1999PLC122193



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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate for the purpose of giving effect to the above resolution.”

**By the order of the Board of Directors
For Jesons Industries Limited**



**Dhires Gosalia
Managing Director
DIN: 00217158**

Place: Mumbai

Date: 1st September, 2017

Note:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than 48 hours before commencement of the Meeting.

A person can act as a 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.

2. In terms of Section 152 of the Companies Act, 2013, Mr. Raju Vinod Palvia (DIN 06538252), retire by rotation at the Meeting and being eligible, offer himself for re-appointment.
3. 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.



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act").**Item No. 4:**

The Board on the recommendation of Audit committee, considered and approved the appointment of Ms. Poonam Shah, Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2017-2018 at a remuneration of Rs.80,000/- per annum plus service tax and out of pocket expenses to be reimbursed at actuals.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Accounts), Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

Your Directors recommend the Resolution set out at Item No. 4 of the Notice for your approval and ratification in terms of Section 148 of the Act.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

**By the order of the Board of Directors
For Jesons Industries Limited**



**Dhires Gosalia
Managing Director
DIN 00217158**

Place: Mumbai

Date: 1st September, 2017

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