

Notice

TO THE SHAREHOLDERS

NOTICE is hereby given that the Forty First Annual General Meeting of the members of Ludlow Jute & Specialities Limited will be held on Monday, 28th September 2020 at 11:00 a.m. through video conferencing, the Company will conduct the meeting from the Registered office i.e., KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700019, which shall be deemed to be venue of the meeting to transact the following business(es):-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajya Vardhan Kanoria (DIN: 00003792), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

3. As a Special Resolution

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), this Meeting hereby approves the re-appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Independent Director, for a period of 5 years with effect from this Annual General Meeting till the conclusion of the 46th Annual General Meeting, not liable to retire by rotation.”

4. As a Special Resolution

“RESOLVED THAT in supersession of earlier resolution passed by Shareholders at the Annual General Meeting held on 5th September 2014 under Section 180(1)(a) of the Companies Act, 2013 consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any Committee(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose off whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or to create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, wherever situated, both present and future, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 150 Crores/- (Rupees One Hundred and Fifty Crores Only).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. As an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit and payable to M/s. SPK Associates,

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Cost Accountants (Firm Registration No. 000040), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, for conducting the audit of the cost records of the Company for the financial year ending on 31st March, 2021, be and is hereby ratified and confirmed.”

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata - 700 019
Date: 15th June 2020
Place: Kolkata

By Order of the Board

Pratibha Jaiswal
Company Secretary

NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 41st Annual general meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 27) and available at the Company's website www.ludlowjute.com
- The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800222-990.
- Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
- 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 for 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 EGM/AGM without restriction on account of first come first served basis.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members are requested to send at mcssta@rediffmail.com or info@ludlowjute.com before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 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 info@ludlowjute.com. The same will be replied by the company suitably.
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
- The Register of Members and Share transfer books of the Company will remain closed from 22nd September 2020 to 28th September 2020, both days inclusive.
- Members who hold shares in dematerialized form, are requested to furnish their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
- Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialized form.
- Members holding shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
- In all correspondence with the Company/Registrar & Share Transfer Agents, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- In accordance with the provisions of Section 124 and 125 of the Companies Act, 2013, the unclaimed / unpaid dividend relating to financial year ended 31st March 2012 has been deposited on 1st October, 2019 with the Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid & unclaimed dividends lying with the Company as on 4th September 2019 (date of last Annual General

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Meeting) on its website and on the website of the Ministry of Corporate Affairs. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the IEPF. Members who have a valid claim to any of the unclaimed/unpaid dividends are requested to correspond with the Company at its registered office or the Registrar & Share Transfer Agents of the Company.

Shares on which dividend remains unclaimed / unpaid dividends for seven consecutive years will also be transferred to IEPF as per Section 124(6) of the Companies Act, 2013, and the applicable rules. During the year 2019-20, the Company transferred 18,901 Equity Shares of Rs. 10/- each of the Company, on which dividend has remained unclaimed / unpaid for a consecutive period of seven years or more, to the DEMAT Account of the IEPF Authority, as per the applicable provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

Members are informed that once the unclaimed / unpaid dividends are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed form IEPF-5 online and sending physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in

15. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
16. Members are requested to notify any change in their address immediately to M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
17. Members interested in making / changing nomination in respect of shares held by them in physical form may write to M/s MCS Share Transfer Agent Limited, at the address as mentioned in point 16 above for the prescribed form.
18. Copies of the Annual Report 2019-20, Notice of the 41st Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes.
19. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
20. Members may note that the Notice of the 41st AGM and the Annual Report for 2019-20 will also be available on the Company's website www.ludlowjute.com. Members who require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at info@ludlowjute.com / mcssta@rediffmail.com
21. The Share Certificates with the previous name of the Company viz. 'Aekta Limited' are acceptable for transfer/DEMAT etc. The stickers bearing the change of name of the Company to 'Ludlow Jute & Specialities Limited' had been dispatched to the shareholders holding shares in physical mode. If any shareholder requires the stickers with the Company's new name, may write to the Company / Registrar & Transfer Agent.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to info@ludlowjute.com
23. 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 the Circulars issued by the Ministry of Corporate Affairs 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
24. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
25. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday 25 September 2020 at 09:00 a.m. and ends on Sunday 27 September 2020 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

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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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Your password details 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.**
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

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6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 kotharinavin1970@gmail.com with a copy marked to evoting@nsdl.co.in.
 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 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 or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
26. **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:**
- a) 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 info@ludlowjute.com / mcssta@rediffmail.com
 - b) 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 info@ludlowjute.com / mcssta@rediffmail.com
 - c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
27. The details of the process and manner for participating in Annual General Meeting through Video conferencing are explained herein below:
- a. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.
 - b. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - c. Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptops connected through broadband.
 - d. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - e. 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.
 - f. For ease of conduct, members who would like to ask questions / express their views may send their questions in advance atleast one (1) day before AGM mentioning their name demat account number/folio number, email id, mobile number at info@ludlowjute.com or mcssta@rediffmail.com. The same will be replied by the company suitably.
28. The details of the process and manner for e-voting at the Annual General Meeting are explained herein below:
- a. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
 - b. Only those Members/ shareholders, who will be present in the meeting 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 Annual General Meeting.
 - c. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
 - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Annual General Meeting shall be the same person mentioned for Remote e-voting.
Mr. Navin Kothari, Practicing Company Secretary, (CP No. 3725) have been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner, whose e-mail address is kotharinavin1970@gmail.com

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The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.

The results on the resolution will be declared not later than 48 hours from the conclusion of the AGM i.e. 28th September 2020. The declared results along with the Scrutinizer's Report shall be placed on the Company's website at www.ludlowjute.com and on the website of NSDL at <https://www.evoting.nsdl.com/> and will also be forwarded to BSE Limited subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.

29. Re-Appointment of Director:

Mr. Rajya Vardhan Kanoria (DIN: 00003792) aged about 65 years is a Non - Executive Director of the Company with effect from 8th November, 2006. He retires by rotation at the 41st Annual General Meeting of the Company under Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment as a Director of the Company.

The additional information required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

i. Expertise in specific functional areas	An Industrialist with rich business experience and vast knowledge.	
ii. List of other Directorships held in Public Limited Companies	a) Kanoria Chemicals & Industries Ltd. b) Kirtivardhan Finvest Services Ltd. c) KPL International Ltd. d) R. V. Investment and Dealers Ltd. e) J K Paper Ltd. f) Vardhan Ltd. g) Nestle India Ltd.	
iii. Chairman/ Member of Committees of the Board of other Public Limited Companies in which he is a Director (Audit Committee & Stakeholders' Relationship Committee has been considered)	Name of Company	
	Name of the Committee	
	Chairman: 1. KPL International Ltd 2. Nestle India Ltd.	Audit Audit
	Member: 1. Nestle India Ltd 2. Kanoria Chemicals & Industries Ltd 3. J K Paper Ltd 4. KPL International Ltd.	Stakeholders' Relationship, Audit Audit Stakeholders' Relationship Share Transfer
iv. Shareholding in the Company	10,300	
v. Relationship with other Directors.	None.	

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata - 700 019
Date: 15th June 2020
Place: Kolkata

By Order of the Board

Pratibha Jaiswal
Company Secretary

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Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

Ms. Nayantara Palchoudhuri (DIN: 00581440), who was appointed as an Independent Director of the Company at the 36th Annual General Meeting held on 1st September 2015, for a period of five years up to the conclusion of the 41st Annual General Meeting of the Company in the calendar year 2020.

Ms. Nayantara Palchoudhuri, aged 58 years is a noted industrialist and an eminent citizen. She is a fourth generation Tea Planter with more than 25 years of experience in the successful operations and management of tea estates in North Bengal. She completed B.A. (Hons) in Political Science from University of Jadavpur with a First Class and was awarded the University Gold Medal and the National Scholarship; an M.A. in Development Studies from School of Oriental and African Studies (SOAS, University of London) and M. Phil (Research Degree) from the London School of Economics & Political Science where she was awarded the prestigious Metcalfe Scholarship.

She is presently serving as the Honorary Consul of Norway in the Eastern Region looking after their trade development and consular matters. She was awarded the Banga Samman Award, the Nari Samman Award and the FICCI -2008 Woman Achiever Award and was the only delegate from India to the International Visitors Leadership Program to USA on an invitation from the US Government in 2007.

She is Council Member & Vice Chairperson (Addl.) of the Tea Research Association, Member of the National Committee for Tea and the Vice Chairperson of the Indian Tea Association. She is a Wholetime Director of Washabarie Tea Co Pvt Ltd & a Partner of Mohurgong & Gulma Tea Estates. Also an Independent Director of various companies.

She is a Member of the Executive Committee of Indian Chamber of Commerce and of the National Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). She is the Founder Member of the Entrepreneurship Development Institute set up in association with the Government of West Bengal and the Bengal National Chamber of Commerce and Industry for skill and enterprise development.

She is Past President of the Indo British Scholars Association. She was the First Lady President of the 120-year-old Bengal National Chamber of Commerce and Industry and was a Member of the Senate of Calcutta University.

She is associated with several social organisations and was the first lady Past District Governor of the Rotary International (District 3291). She was also Member of the Advisory Committee of the Indian Council for Cultural Relations, (Eastern Region). Currently she is the Alumini Head of the London School of Economics Alumni Associations, (Eastern Region), Committee member of the Calcutta School of Music, and State Co-Convener of Indian National Trust for Art and Cultural Heritage (INTACH), the leading heritage conservation organization in the country.

The additional information required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

i. Expertise in specific functional areas	Strategic Planning & Management	
ii. List of other Directorships held in Public Limited Companies	a) Rossell India Ltd. b) Tide Water Oil Co. India Limited c) Vesuvius India Ltd. d) Amba River Coke Ltd. e) JSW Bengal Steel Limited f) Nicco Parks & Resorts Limited	
iii. Chairman/ Member of Committees of the Board of other Public Limited Companies in which she is a Director (Audit Committee & Stakeholders' Relationship Committee has been considered)	Name of Company	Name of the Committee
	Member: 1. Rossell India Limited 2. JSW Bengal Steel Ltd. 3. Vesuvius India Limited 4. Amba River Coke Limited	Audit & Stakeholder's Relationship Audit Audit & Stakeholder's Relationship Audit
iv. Shareholding in the Company	Nil	
v. Relationship with other Directors.	None.	

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee Meeting held on 15th June 2020, approved the re-appointment of Directorship of Ms. Palchoudhuri in the Company subject to the approval of shareholders in the forthcoming Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

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Item No. 4

The Shareholder of the Company at its Annual General Meeting held on 5th September 2014 had authorised the Board of Directors of the Company by way of Special Resolution under the provisions of Section 180(1)(a) of the Companies Act 2013 to create mortgage and / or charge on movable properties of the Company in favour of the lenders to secure their financial assistance.

However, pursuant to Section 180(1)(a) of the Companies Act 2013, the Board can exercise such power to create mortgage and / or charge on the immovable and movable properties of the Company, only with the approval of members of the Company by way of special resolution. The Board recommends the Special Resolution for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the said Resolution.

Item No. 5

In accordance with the provisions of Section 148 of the Companies Act, 2013 & the Companies Rules, 2014 and the Companies Amendment Rules 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company for products and services, specified under the above Rules issued in pursuance to the above section. The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2020-21 at remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 5 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ended 31st March, 2021. The Board of Directors recommend the resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata - 700 019
Date: 15th June 2020
Place: Kolkata

By Order of the Board

Pratibha Jaiswal
Company Secretary