

The Naihati Jute Mills Company Limited

Regd. Office : 7, Hare Street, 4th Floor, Kolkata - 700 001

Phone : (033) 4000 4570, Fax : (033) 4000 4584

E-mail : naihati@naihatijute.com, Website : www.naihatijute.com

CIN : L1719WB1905PLC001612

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 to transact the special business as set out hereunder by the Shareholders of The Naihati Jute Mills Company Limited ("the Company") by passing resolution through postal ballot.

The proposed resolution and statement stating the material facts are appended below and a postal ballot form is also enclosed.

The Board of Directors of the Company at its meeting held on 13th May, 2014 appointed Mr. S. M. Gupta, a Practising Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the enclosed postal ballot form and return the same duly completed and signed, in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 17.30 hours on Monday, 14th July, 2014.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Managing Director of the Company. The results of the voting conducted through Postal Ballot will be announced by the Managing Director at the Registered Office of the Company on Wednesday, 23rd July, 2014 at 16.00 hours. It will also be displayed on the Company's notice board and published in the newspapers.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Special Resolutions :

- i) RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of National/International Financial Institutions/Banks/multilateral institutions, etc. hereinafter referred as "the Lenders" and Trustees to the Lenders to secure any Term Loans/Cash Credit Facilities/Debentures/Bonds or the like obtained/to be obtained from any of the aforesaid Lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such Lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the Lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned Lenders and as may be thought expedient by the Board.
- ii) RESOLVED THAT in supersession of Resolution passed on 28th September, 1994 for enhancing the Borrowing Powers to ₹ 25 Crores, consent of which was obtained in the Annual General Meeting held on 28th September, 1994, the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 for borrowing from time to time all such sums of money as it may deem requisite for the purpose of the business of the Company, notwithstanding that the total of money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the Paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which such money may be borrowed by the Board of Directors shall not exceed the sum of ₹ 100 Crores at any time.

By Order of the Board
For The Naihati Jute Mills Company Limited

Place : Kolkata
Date : 13th May, 2014

G. P. Choudhary
Company Secretary

NOTES :

1. The Statement and reasons for the proposed special business, pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 is given hereunder.
2. The Notice is being sent to all the Shareholders whose names would appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Saturday, 31st May, 2014.
3. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 the Company is offering **e-voting facility** to all the Shareholders of the Company. Maheshwari Datamatics Private Limited, our Registrar and Transfer Agent will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional.

(A) The instructions for Shareholders for e-voting are as under :

- i) Shareholders holding shares in Demat form and had logged on to www.evotingindia.com and casted their vote earlier for Electronic Voting Sequence Number (EVSN) of any Company, then their existing login id and password are to be used.
- ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- iii) Now, click on "Shareholders" tab to cast your votes.
- iv) Now, select the EVSN "**140603003**" alongwith "THE NAIHATI JUTE MILLS COMPANY LIMITED" from the drop down menu and click on "SUBMIT."
- v) Now, fill up the following details in the appropriate boxes :

User ID	For Shareholders holding shares in Demat form :
	For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	For CDSL: 16 digits beneficiary ID
	For Shareholders holding shares in Physical form :
	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the default number : **NJMEV1234Z** in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the Company or the Depository Participant, please enter the value **14/06/2014** in the DOB column.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then reach directly the EVSN selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- x) Click on the “Resolutions File Link” if you wish to view all the Resolutions incorporated in the Postal Ballot Notice.
 - xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (B) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They are required to upload a scanned copy of the Board Resolution/Authority Letter etc. in PDF format in the system for the Scrutinizer to verify the vote.
- (C) The voting period begins on 14th June, 2014 at 10.30 hours and ends on 14th July, 2014 at 17.30 hours. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 31st May, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- (D) In case of any queries regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under ‘Help’ or send an email to helpdesk.evoting@cdslindia.com.
4. **Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Ballot or by e-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Shareholders cast their vote both by Physical Ballot and by e-voting, then voting done by e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.**
 5. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed postage pre-paid envelope to the Scrutinizer. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
 6. The voting rights of Shareholders shall be in proportion to their shares of the paid up share capital of the Company as on 31st May, 2014.
 7. The voting period ends on the close of working hours (i.e. 17:30 hours) on Monday, 14th July, 2014.
 8. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms received both physically and electronically and the result of the Postal Ballot will be announced at the Registered Office of the Company situated at 7, Hare Street, 4th Floor, Kolkata-700001. The result of the Postal Ballot will also be displayed on the Company’s website www.naihatijute.com and communicated to The Calcutta Stock Exchange Ltd., where the Company’s shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolutions are assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
 9. The Board of Directors has appointed the Managing Director and the Company Secretary as the persons responsible for the entire postal ballot process.
 10. All the documents referred to in the accompanying Notice and Statement are open for inspection between 10.30 hours to 12.30 hours on the all working days at the Registered Office i.e. 7, Hare Street (4th Floor), Kolkata-700001 up to Monday, 14th July, 2014.

Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014

Item – 1 Special Resolution under Section 180 (1)(a) of the Companies Act, 2013

The Company had by an Ordinary Resolution passed at the Annual General Meeting on 28th September, 1994 accorded consent to the Board of Directors to mortgage and/or create charge on the immovable assets of the Company in favour of the then lending bank and financial institutions. With the enactment of the Companies Act, 2013 and in terms of Section 180(1)(a) of the Companies Act, 2013, such consent of the Company is required to be accorded by a Special Resolution which is appended herein in the Notice. The Board of Directors recommends the Special Resolution at item-1 of the accompanying Notice for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnels and their relatives are in any way concerned or interested in the subject Resolution.

Item – 2 Special Resolution under Section 180 (1)(c) of the Companies Act, 2013

The Company had by an Ordinary Resolution passed at the Annual General Meeting on 28th September, 1994 accorded consent to the Board of Directors to enhance the Borrowing limit in excess of the aggregate of the Paid-up share capital and free reserves upto ₹ 25 Crores. With the enactment of the Companies Act, 2013 and in terms of Section 180(1) (c) of the Companies Act, 2013, such consent of the Company is required to be accorded by a Special Resolution. The Borrowing limit of ₹ 25 Crores fixed two decades ago in the year 1994 is proposed to be enhanced suitably to ₹ 100 Crores. The Resolution as sought for approval is appended herein in the Notice. The Board of Directors recommends the Special Resolution at item -2 of the accompanying Notice for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnels and their relatives are in any way concerned or interested in the subject Resolution.

All the documents referred to in the accompanying Notice and Statement are open for inspection between 10.30 hours to 12.30 hours on the all working days at the Registered Office i.e. 7, Hare Street, 4th Floor, Kolkata-700001 up to Monday, 14th July, 2014.

By Order of the Board
For **The Naihati Jute Mills Company Limited**

Place : Kolkata
Date : 13th May, 2014

G. P. Choudhary
Company Secretary