



JAY SHREE TEA & INDUSTRIES LIMITED

Registered & Head Office : "Industry House", 10 Camac Street, Kolkata - 700017

NOTICE

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of the shareholders of JAY SHREE TEA & INDUSTRIES LIMITED will be held on Tuesday, the 9th November, 2010 at 10:30 A.M. at 'Kala Kunj' 48, Shakespeare Sarani, Kolkata 700 017 to transact the following businesses:

AS SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "**Act**") as in force and subject to the provisions of Chapter-VIII (Qualified Institutions Placement) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**Regulations**") as in force and subject to all other applicable Rules, Regulations and Guidelines of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme, 1993 and in accordance with the rules, regulations, guidelines, policies, notifications, circulars and clarifications issued thereon from time to time by the Government of India (the "**GOI**"), Reserve Bank of India ("**RBI**"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("**DIPP**"), the Foreign Investment Promotion Board ("**FIPB**"), SEBI, the Ministry of Finance (Department of Economic Affairs) and/or any other competent authorities (including any amendment thereto or re-enactment thereof for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the securities of the Company are listed, and subject to necessary approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, RBI, GOI, FIPB the Department of Industrial Policy and Promotion, Ministry of Commerce ("**DIPP**"), and other statutory authorities, concerned institutions or bodies, whether in India and/or abroad, as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Investors/ Institutional Investors/Foreign Institutional Investors, Members, Employees of the Company and/or its associates company(ies), Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Qualified Institutional Buyers ("**QIBs**") through qualified institutions placement under Chapter-VIII (Qualified Institutions Placement) of the SEBI (ICDR) Regulations, 2009, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise or a combination of the foregoing, whether shareholders of the Company or not, through a Public Issue, Rights Issue, preferential Issue and/or Private Placement and/or any other permitted nature of offering, with or without an over-allotment option, equity shares and/or equity shares