

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

RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, applicable guidelines of Reserve Bank of India, Securities Exchange Board of India (SEBI), including enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and other regulatory bodies and other prevailing laws, rules, and regulations as applicable from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit foreign institutional investors (the FII) registered with the SEBI to acquire and hold on their account and on behalf of each of their sub accounts registered with SEBI in the paid up Share Capital of the Company, by direct investment, purchase, or through private placement / acquisition from the market under the portfolio investment scheme, on repatriation basis or otherwise, subject to the condition that such investments together with their existing holdings, if any, shall not exceed, in the aggregate 49% of the paid up share capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or expedient and resolve any doubts or questions as in its absolute discretion, it may consider necessary or expedient as it may deem fit.

Registered & Head Office:

"INDUSTRY HOUSE"

10, Camac Street

Kolkata 700 017

Dated, the 14th October, 2010

By order of the Board
For Jay Shree Tea & Industries Limited
R.K.GANERIWALA
President & Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
 2. Members/Proxies attending meeting should bring the Attendance Slip duly completed and may hand over the same at the entrance to the meeting hall.
 3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out all material facts in respect of item Nos. 1 and 2 of the Notice is attached herewith.
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Explanatory Statement as required under Section 173(2) of the Companies Act, 1956

ITEM NO. 1:

The resolution contained in the business of the Notice relates to a proposal by the Company to create, offer, issue and allot equity shares, eligible securities to QIBs through QIPs / FCCBs / GDRs / ADRs and/or such other securities or a combination of securities (the "**Securities**") in one or more tranches as stated in the resolution. The Company intends to issue said Securities for a value of up to 100 crores.