

NOTICE
To the Shareholders

NOTICE is hereby given that the Sixty Fourth Annual General Meeting of the shareholders of the Company will be held on 25th June, 2010 at 10.30 A.M. at 'Kala Kunj' 48, Shakespeare Sarani, Kolkata 700 017 to transact the following business :

1. To receive and consider the Report of the Directors to the Shareholders and adopt the audited accounts for the year 2009-10. .
2. To declare dividend for the year 2009-10
3. To appoint a Director in place of Shri B.M.Khaitan, who retires by rotation but being eligible offers himself for re-election.
4. To appoint a Director in place of Shri S.S.Kothari, who retires by rotation but being eligible offers himself for re-election
5. To appoint Auditors/ Branch Auditors of Sungma, Singbulli, Balasun, Marionbarie and North Tukvar Tea Estates to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 94, 16, 31 and all and other applicable provisions, if any, of the Companies Act, 1956 read with and the provisions of the Memorandum and Articles of Association of the company and subject to the approvals,

consents, permissions and sanctions as may be necessary from the concerned Statutory Authority(ies) , each Ordinary (Equity) Share of the Company having face value of Rs.10/- each fully paid up be sub-divided into 2 (two) Ordinary (Equity) Shares of the face value of Rs.5/- each fully paid up and in turn the clause 5 of the Memorandum of Association of the Company related to the Share Capital be and are hereby amended accordingly..

‘FURTHER RESOLVED that upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the company, may without requiring the surrender of the existing share certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in the case of shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the company before sub-division.

“FURTHER RESOLVED that the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution”

7. To consider and, if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED that pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, Clause 5 of the Memorandum of Association of the Company be altered by substituting in its place and stead the following:

The Capital of the Company is Rs.26,00,00,000/- divided into 5,20,00,000 shares of Rs.5/- each with power to sub-divide, consolidate and increase or decrease and with power from time to time to issue any shares of the original capital or, any new capital with and subject to any preferential, deferred, qualified or special rights, privileges or conditions as may be thought fit and upon the sub-division of share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

“RESOLVED FURTHER that the Board of Directors or Committee of Directors of the company be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to the foregoing”.

AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED that in supersession of the Resolution passed at the Extra-ordinary General Meeting of the shareholders held on 17TH June 1994, consent of the Company be

and is hereby accorded in terms of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up 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 so borrowed by the Board shall not at any time exceed the limit of Rs.300 crores."

"RESOLVED FURTHER that the Board of Directors be and are hereby authorized to do and perform such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

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

Registered & Head Office :
"INDUSTRY HOUSE"
10, Camac Street,
Kolkata 700 017

Dated, the 28th April, 2010

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. The Equity Share Transfer Registers will remain closed from 18th June 2010 to 25th June, 2010 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
3. The dividend on Equity Shares as recommended by the Board, if declared, will be payable on or after 25th June, 2010 to those members whose names appear on the Register of Members of the Company as on 25th June, 2010 or to their mandatees. In respect of dematerialised shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.
4. Members are requested to intimate before hand to the Company query/ies, if any, regarding these accounts/notice at least ten days before the meeting to enable the management to keep the required information readily available at the meeting.
5. Pursuant to Section 205A (5) of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claims shall lie against the fund or the Company. So, you are advised to claim the same from the Company immediately. The due dates of transfer of the following dividend to the Fund are as under :

<u>Dividends for the year</u>	<u>Date of declaration of dividend</u>	<u>Due date of transfer to the Fund</u>
2002-2003	27.06.2003	2 nd August, 2010
2003-2004	28.06.2004	2 nd August, 2011
2004-2005	29.06.2005	2 nd August, 2012
2005-2006	27.06.2006	2 nd August, 2013
2006-2007	28.06.2007	2 nd August , 2014
2007-2008	27.06.2008	2 nd August , 2015
2008-2009	29.06.2009	2 nd August, 2016

6. The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code No.INE 364A01012.
7. Members are requested to notify immediately change of address, if any, to the Company in case shares are held in physical form or to the DPs, where the account is maintained, if held in demat form.
8. Information about the Directors retiring by rotation as required under Clause 49 of the Listing Agreement with the Stock Exchanges :

a) **Shri B.M. Khaitan**

Shri B.M.Khaitan, aged 82 years, holding 100 shares, is a renowned Industrialist having interest in tea, batteries and engineering. Shri Khaitan has great contributions to the tea industry with which he has been associated for over five decades. He is the Chairman of McLeod Russel India Ltd., Eveready Industries India Ltd. and Williamson Magor & Co.Ltd. and also on the Boards of certain other renowned companies having diversified business interests.

Directorships held in other Companies:

Williamson Magor & Co. Ltd., McLeod Russel India Ltd., Eveready Industries India Ltd., Babcock Borsig Ltd., CESC Ltd., Phillips Carbon Black Ltd.

He also holds Chairmanship of the Remuneration Committee of your company and membership of Audit Committee of CESC Ltd.

b) Shri S.S.Kothari :

Shri S.S.Kothari, aged about 80 years, holding 2300 shares, is an eminent Chartered Accountant and former Member of Parliament. He was Director of Bank of India (1989-95)

Directorships held in other companies:

Kriti Industries (India) Ltd., Maharaja Shree Umaid Mills Ltd. & Kothari Management & Industrial Consultants Pvt. Ltd.

He also holds the Chairmanship of the Audit Committee of your company. He also holds membership in the Investor/Shareholder's Grievances Committee of your company and Maharaja Shree Umaid Mills Ltd. Also he holds membership in the Remuneration Committee of your company.

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

Registered & Head Office :
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Dated, the 28th April, 2010

Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956

Item No.6 & 7

The equity shares of the company are listed at Bombay Stock Exchange Ltd., Calcutta Stock Exchange Association Ltd, and National Stock Exchange of India Ltd. The market price of the shares of the company has witnessed significant spurt in the last few months and the higher price of each share is keeping the small investors away from trading in stock.

In order to improve the liquidity of the company's shares in the stock market and to make it affordable to the small investors, it would be desirable, expedient and in the interest of the company and its investors to sub-divide the value of the equity shares from Rs.10/- to Rs.5/- per share

The Board of Directors of the Company recommends sub-division (stock-split) of each equity share of the company having a present face value of Rs.10/- into 2 equity shares of the face value of Rs.5/- each, subject to the approval of shareholders and all concerned statutory authority(ies).

The Record Date for the aforesaid sub-division of the equity will be fixed by the Company after the approval of the shareholders is obtained.

Presently, the Authorised Capital of Rs.26,00,00,000/- divided into 2,60,00,000 shares of Rs.10/- each will get divided into 5,20,00,000 shares of Rs.5/- each and the present Issued Capital of 1,11,86,988 shares of Rs.10/- shall be converted to 2,23,73,976 equity shares of Rs.5/- each and the Subscribed and Paid up Capital of 1,11,74,339 shall be converted to 2,23,48,678 equity shares of Rs.5/- each.

The sub-division as aforesaid would require consequential amendments to the existing Clause 5 of the Memorandum of Association of the ,company as set out in item No.6 & 7 of the Notice respectively.

Accordingly, the Resolutions at item Nos.6 & 7 seek the approval of the shareholders for the proposed sub-division of the Equity Shares of the face value of Rs.10/- each and the consequent amendments to the existing Clause 5 of the Memorandum of Association of the company.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the equity shares is in the best interest of the company and the investors and hence commends passing of the Resolutions at item Nos.6 & 7 as Ordinary Resolution.

A copy of the existing Memorandum and Articles of Association of the company alongwith the proposed draft amendments is available for inspection by any shareholder at the corporate office of the company between 10.00 A.M. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

Item No.8

Under Section 293(1) (d) of the Companies Act, 1956 the Board of Directors, cannot, except with the consent of the Company in General Meeting, borrow monies (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of the paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose.

At the Annual General Meeting of the Company held on 17th June, 1994 the shareholders had authorized the Board of Directors to borrow monies for the purpose of the business of the company not exceeding Rs.150 crores in the aggregate.

Now, in view of the proposed acquisition of overseas tea gardens and also the sugar factory in Bihar and increase in other activities of the company, it is proposed to increase the borrowing powers of the Board of Directors to Rs.300 crores.

The Directors recommend the Resolution for approval of the members.

None of the Directors is concerned or interested in the resolution.

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

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