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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JESONS INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 16<sup>TH</sup> DAY OF APRIL, 2018 AT 11 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 904, PENINSULA CORPORATE PARK, LOWER PAREL (WEST), MUMBAI - 400013 TO TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

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

The Chairman informed the Board that M/s. Vishal Trivedi and Associate, Chartered Accountants, has resigned from the post of Statutory Auditor of the Company on 26<sup>th</sup> February, 2018. Hence, as per Section 139(8), the Company intends to appoint the Statutory Auditor of the Company. The Chairman apprised the Members that Audit Committee and Board has proposed the name of M/s. MSKA & Associates (Formerly known as MZSK & Associates), Chartered Accountants, for appointment as Statutory Auditor of the Company. The members considered the same and passed the following Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to appoint M/s. MSKA & Associates (Formerly known as MZSK & Associates), Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Vishal Trivedi and Associate, Chartered Accountants.






**Jesons Industries Ltd.**

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904, Peninsula Tower 1, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400 013. India.

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**RESOLVED FURTHER THAT** M/s MSKA & Associates (Formerly known as MZSK & Associates), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Extra-ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

By the order of the Board of Directors  
For Jesons Industries Limited



Dhires Gosalia  
Managing Director  
DIN: 00217158

Place: Mumbai

Date: 22<sup>nd</sup> March, 2018



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**Note:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than 48 hours before commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A Statement pursuant to Section 173 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

**THE EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 2013:****Item No. 1:****APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

M/s. Vishal Trivedi and Associate, Chartered Accountants, have resigned from the office of Statutory Auditors of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings held on 22<sup>nd</sup> March, 2018 have recommended the appointment of M/s. MSKA & Associates (Formerly known as MZSK & Associates), Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Vishal Trivedi and Associate, Chartered Accountants.

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M/s. MSKA & Associates (Formerly known as MZSK & Associates), Chartered Accountants, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. MSKA & Associates (Formerly known as MZSK & Associates), Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the Members, would be within the limits prescribed under the Act.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of Members. None of the Directors, Key Managerial Persons of the Company or their relatives, are in any way, concerned or interested in the said resolution set out at Item No. 1 of the Notice.

**By the order of the Board of Directors  
For Jesons Industries Limited**



**Dhires Gosalia  
Managing Director  
DIN: 00217158**

**Place: Mumbai**

**Date: 22<sup>nd</sup> March, 2018**



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