



SUJALA TRADING & HOLDINGS LTD.

Regd. Off. : 1A, GRANT LANE, 2ND FLOOR. ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: sujala_trading@yahoo.com /enquiry @sujalagroup.com,

CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

NOTICE

NOTICE is hereby given that the 33RD Annual General Meeting of the Members of M/S SUJALA TRADING & HOLDINGS LTD will be held on the day of Tuesday, 30th September, 2014 at the Registered Office of the Company at 1A, Grant Lane, 2nd Floor, Room No-202, Kolkata-700 012 at 11.00 A.M to conduct the following business:

ORDINARY BUSINESS:

Item No-1-Adoption of financial Statement

To receive, considered and adopt the Financial Statement of the Company for the Year ended 31st March, 2014, including audited Balance Sheet as at 31st March, 2014, the Profit & Loss Account for the year ended 31st March 2014, the Cash flow Statement for the Year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors' thereon.

Item No-2-Appointment of Statutory Auditors

To appoint Auditors M/s Maroti & Associates, Chartered Accountants (Firm Regn No.322770E) as the Statutory auditor of the Company to hold office from the conclusion of this 33rd Agm until the conclusion of the 36th AGM of the Company and to fix their remuneration and pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of the audit Committee and Board of Directors of the Company M/s. Maroti & Associates, Chartered Accountant (Firm Regn No 322770E), be and is hereby appointed as auditor of the Company, to hold office from the Conclusion of this 33rd AGM to the Conclusion of the 36th AGM (Subject to rectification of the appointment by the members at every AGM held after this AGM) and that Board of Directors be and hereby authorized to fix such remuneration as may be recommended by the audit Committee in consultation with the auditors"



SPECIAL BUSINESS

Item No-3 To ratify the appointment of Mr. Subhadeep Mukherjee as a Managing Director:

To considered, and if through fit, to pass with or without modification(s), the following Resoultion as a **Ordinary Resolution**.

"RESOLVED THAT as recommended by Nomination and Remuneration Committee pursuant to the provision of section 196,197,203 any other applicable provision of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being of force), read with Schedule V of the companies Act, 2013 the Company be and is herby accorded its approval for its appointment of **Mr. Subhadeep Mukherjee (Holding Din-03060827)** as the Managing Director of the Company for a period of 3 years with effect from 29.03.2014 on a monthly remuneration of Rs.7,000/- and such term and condition as may be agreed between company and **Mr.Subhadeep Mukherjee**, and the Board of director be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in schedule V of the companies Act,2013 as may be agreed to by the Board of Directors and **Mr.Subhadeep Mukherjee** and the period of office not liable to retire by rotation.

Item No-4- Appointment of Mr.Gourav Goel as an Independent Director

To considered, and if through fit, to pass with or without modification(s), the following Resoultion as an **Ordinary Resoultion**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr.Gourav Goel (Holding Din 06850998)** who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f of this Agm and the period of office not liable to retire by rotation



Item No-5- Appointment of Ms.Anjana Gupta as an Women Independent Director

To considered, and if through fit, to pass with or without modification(s), the following Resoulution as an **Ordinary Resoulution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Anjana Gupta (Holding Din 06752529)**, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f of this Agm and the period of office not liable to retire by rotation"

Item No-6 Appointment of Mr.Dhiraj Ram as an Director

To considered, and if through fit, to pass with or without modification(s), the following Resoulution as an **Ordinary Resoulution**.

"RESOLVED THAT Mr.Dhiraj Ram (Holding DIN 06752534), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th March, 2014, in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

Regd office:

**1A, Grant Lane,
2nd Floor, Room No-202,
Kolkata-700 012**

Date: 30th May, 2014.

Place : Kolkata

**By order of the Board
For Sujala Trading & Holdings Ltd**



Rohit Uvel
Company Secretary

IMPORTANT NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 25th September, 2014 to Tuesday, 30th September, 2014**(both days inclusive) for annual closing Accounts.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

6. Members are requested to intimate directly to the Company's Registrar and Share Transfer Agent M/s. **ABS CONSULTANTS PVT LTD :**

- a) changes, if any in their address at an early date
- b) apply for consolidation of folios, if shareholdings are under multiple folios
- c) quote ledger folio numbers in all their correspondence
- d) send their share certificate(s) for consolidation
- e) request for nomination forms for making nominations as per amended provisions of the Companies Act, 2013.
- f) to send their email address for forwarding all communication on mail as per green initiatives of Ministry of Corporate Affairs



7. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the **33rd Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

The notice of the **33rd Annual General Meeting (AGM)** of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the **33rd Annual General Meeting (AGM)** :

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "**Sujala Trading & Holdings Ltd**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - lii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatory enter their login password in the new password field.

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.

- j. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "**Sujala Trading & Holdings Ltd**" for which you choose to vote.
- l. 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.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system
- r.
 - Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The e-voting period begins from **23.09.2014 from 9.00 A.M. and ends on 25.09.2014 till 6.00 P.M.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of **08.08.2014** 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 by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of **08.08.2014**
- V. **Mr. Raj Kishor Chourasia** Practising Company Secretary, CP. No.12445 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the **33rd** Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the **33rd** Annual General Meeting (AGM) of the Company on **30th September, 2014** and communicated to the Stock Exchange(s)



