



JAGATJIT INDUSTRIES LIMITED

CIN: L15520PB1944PLC001970

Regd. Office : Jagatjit Nagar - 144 802, Distt. Kapurthala (Punjab)

Telephone : (0181) 2783112 Fax: (0181) 2783118, Email: jil@jagatjit.com

Website: www.jagatjit.com

NOTICE

NOTICE is hereby given that the 69th Annual General Meeting of JAGATJIT INDUSTRIES LIMITED will be held on Tuesday the 30th September, 2014 at 09.30 A.M. at the Registered Office of the Company at Jagatjit Nagar, Distt. Kapurthala, Punjab to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Manchanda (DIN. 00152760), who retires by rotation, is eligible and offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 Messrs Mittal Chaudhry & Co., (Registration No. 002336N), Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 72nd Annual General Meeting on such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS

4. Appointment of Mrs. Anjali Varma (DIN. 01250881), as Director liable to retire by rotation.

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

"RESOLVED THAT pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder Mrs. Anjali Varma (DIN.01250881), who was appointed as an Additional Director of the Company on 21st April, 2014 by the Board of Directors and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. Appointment of Mr. Sudhir Avasthi (DIN. 00152375), as an Independent Director.

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

"RESOLVED THAT pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder Mr. Sudhir Avasthi (DIN. 00152375), who was appointed as an Additional Director of the Company on 10th July, 2014 by the Board of Directors and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to 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) and Clause 49 of the Listing Agreement, Mr. Sudhir Avasthi (DIN. 00152375), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 74th Annual General Meeting of the Company in the calendar year 2019."

6. Appointment of Mrs. Kiran Kapur (DIN. 02491308) as an Independent Director.

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 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) and Clause 49 of the Listing Agreement, Mrs. Kiran Kapur (DIN. 02491308), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 for a term up to the conclusion of the 74th Annual General Meeting of the Company in the calendar year 2019."

7. Appointment of Mr. Peri Kameswara Sharma (DIN. 02316593) as an Independent Director.

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 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) and Clause 49 of the Listing Agreement, Mr. Peri Kameswara Sharma (DIN. 02316593), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 for a term up to the conclusion of the 74th Annual General Meeting of the Company in the calendar year 2019."

BY ORDER OF THE BOARD
For JAGATJIT INDUSTRIES LIMITED

Sd/-
K.K. Kohli

Vice President & Company Secretary

Date : 10th July, 2014

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead and such proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than 48 hours before the time for holding 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. Proxy Form is attached.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting is annexed hereto and forms part of the notice .
3. Members are requested to bring their copy of Notice to the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2014 to 30th September, 2014 (both days inclusive).
5. Members/ Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
7. Members are requested to intimate to the Company the details, if any, required in relation to this Annual Report at least 10 days before the Meeting to enable the management to keep the information ready.
8. Members who have registered their email address for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent the notice of AGM by email and others are being sent by other permitted modes of posting.
9. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 69th Annual General Meeting by e-voting. The business may be transacted through e-voting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.:

Commencement of e-voting : From 07.00 hrs of 25th September, 2014

End of e-voting : Upto 23.55 hrs of 26th September, 2014

E-voting shall not be allowed beyond 23.55 hrs of 26th September, 2014. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically.

The Company has appointed Mr. Subhash Saini, a Company Secretary in practice, as Scrutinizer ("the scrutinizer"), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner. The Scrutinizer shall within a period not

exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the vote cast in favour or against, if any.

The result shall be declared on or after the AGM of the Company.

Instructions for e voting are attached and form part of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4

Appointment of Mrs. Anjali Varma as Director liable to retire by rotation.

Mrs. Anjali Varma was appointed as an Additional Director on 21st April, 2014 by the Board of Directors, under Article 109 of the Articles of Association of the Company. She holds office upto the date of the ensuing Annual General Meeting. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice together with requisite deposit from a member signifying his intention to propose Mrs. Anjali Varma as candidate for the office of Director, liable to retire by rotation.

Mrs. Anjali Varma is a Graduate and holds diploma in Hotel Management and has around 20 years of experience in the fields of Marketing and Administration. Other details in respect of Mrs. Anjali Varma are stated in the Corporate Governance Report.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mrs. Anjali Varma is interested or concerned in the resolution.

The Board commends the resolution for approval.

Item No. 5

Appointment of Mr. Sudhir Avasthi as an Independent Director.

Mr. Sudhir Avasthi was appointed as an Additional Director of the Company on 10th July, 2014 by the Board of Directors, under Article 109 of the Articles of Association of the Company. He holds office upto the date of the ensuing Annual General Meeting. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice together with requisite deposit from a member signifying his intention to propose Mr. Sudhir Avasthi as candidate for the office of Independent Director.

Pursuant to provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Sudhir Avasthi as an Independent Director of the Company for a period of consecutive five (5) years for a term upto conclusion of 74th Annual General Meeting of the Company in the calendar year 2019.

Mr. Sudhir Avasthi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

The Company has also received declaration from Mr. Sudhir Avasthi that he meets with the criteria of independence as prescribed both under section 149(6) of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board also Mr. Sudhir Avasthi fulfills the conditions for appointment as Independent Director and he is independent of the Management.

Mr. Sudhir Avasthi is a Chartered Accountant and has around three decades of experience in the fields of Finance, Accounts, Taxation and Administration. Other details in respect of Mr. Sudhir Avasthi are stated in the Corporate Governance Report forming part of the Annual Report. The Board is of the opinion that his appointment as an Independent Director will be in the interest of the Company. Copy of the draft letter for respective appointment of Mr. Sudhir Avasthi as an Independent Director is available for inspection by members at the Registered Office of the Company.

Mr. Sudhir Avasthi may be deemed to be interested in the resolution with regard to his appointment. Save and except the above, none of the other Directors/ Key Management Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution.

The explanatory statement may be considered as disclosure as required under clause 49 of the Listing Agreement.

The Board commends the resolution for approval.

Item Nos. 6 and 7

Appointment of Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma as Independent Directors

Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma have been appointed as Non Executive Independent Directors of the Company w.e.f. 27th November, 2008 and 30th May, 2013 respectively, whose period office is liable to determination by retirement of directors by rotation, under the erstwhile provisions of the Companies Act, 1956.

Pursuant to provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, it is proposed to

appoint Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma as Independent Directors of the Company for a period of consecutive five (5) years for a term upto conclusion of 74th Annual General Meeting of the Company in the calendar year 2019. Notices have been received from member(s) of the Company proposing the names of Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma as candidates for the office of Independent Directors of the Company.

Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma that they meet with the criteria of independence as prescribed both under section 149(6) of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board also Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma fulfill the conditions for appointment as Independent Directors and they are independent of the Management.

Mrs. Kiran Kapur has vast experience of administration and management of around four decades. She has been associated with the Company as a Director for the last 6 years and has contributed as a Director and member of the committees. The Board is of the opinion that her appointment as an Independent Director will be in the interest of the Company.

Mr. Peri Kameswara Sharma is having vast experience of around four decades in the fields of business administration, project implementation and marketing. He is Graduate in Economics and holds post graduation diplomas in Marketing Management, Material Management and Import-Export Management. The Board is of the opinion that his appointment as an Independent Director will be in the interest of the Company.

Brief resume of Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma are provided in the Corporate Governance Report forming part of the Annual Report. Copy of the draft letters for respective appointments of Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma as Independent Directors are available for inspection by members at the Registered Office of the Company.

Mrs. Kiran Kapur and Mr. Peri Kameswara Sharma may be deemed to be interested in the resolutions set out respectively at item Nos. 6 and 7 with regard to their respective appointments. Save and except the above, none of the other Directors/ Key Management Personnel of the Company / their relatives are, in any way, concerned or interested in these resolutions.

The explanatory statement may be considered as disclosure as required under clause 49 of the Listing Agreement.

The Board commends the resolutions for approval.

FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

- i. The trading of shares of the Company has been put under compulsory dematerialised form. The Company has entered into agreements with M/s. National Securities Depository Ltd. and Central Depository Services (India) Ltd. and is providing all the share registry related services In-house. All members are advised to take steps for dematerialisation of their shares for easy liquidity.
- ii. The Company proposes to send communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Directors' Report, Auditors' Report etc. through email to shareholders whose email IDs are registered with the Company or with their Depository Participants. While going through the Register of Members, it is noticed that there are members who have not registered their email IDs with the Company or with their Depository Participants (DPs). Consequently we are unable to send communications to them electronically. In compliance with provisions of Rule 18 of Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, we request the Members to register their email IDs with the Company or their Depository Participants, if they are holding shares in electronic form, by adhering to the following procedure :
 - a) Shareholders holding shares in physical form may kindly register/send their email ID to the Registered Office of the Company at the following address either by post or by e-mail :

Jagatjit Industries Limited
Jagatjit Nagar, Distt. Kapurthala
Punjab-144802
Email : jil@jagatjit.com
 - b) Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.
 - c) Shareholders whose email IDs have under gone any change or whose IDs require any correction, may kindly follow the procedure details in 'a' and 'b' above.



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The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Jagatjit Industries Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 mandatorily 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the "Jagatjit Industries Limited" on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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) 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 Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (a) Please follow all steps from Sl. No. (i) to sl. no. (xvii) above to cast vote.
- (b) The voting period begins from 07:00 hrs of 25th September, 2014 and ends on at 23:55 hrs of 26th September, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) 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.



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L15520PB1944PLC001970		
Name of the Company	JAGATJIT INDUSTRIES LIMITED		
Registered Office	P.O. Jagatjit Nagar-144 802, Distt. Kapurthala (Punjab)		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No/Client Id		DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
	or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2014 at 09.30 A.M. at the Registered Office of the Company at Jagatjit Nagar-144802, Distt. Kapurthala (Punjab) and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Description
1	Consider and adopt the Audited Standalone and Consolidated Financial Statements, Report of the Board of Directors and Auditors.
2	Re-appointment of Mr. Ravi Manchanda who retires by rotation.
3	Appointment of Auditors and fixing their remuneration.
4	Appointment of Mrs. Anjali Varma as Director liable to retire by rotation.
5	Appointment of Mr. Sudhir Avasthi as an Independent Director.
6	Appointment of Mrs. Kiran Kapur as an Independent Director.
7	Appointment of Mr. Peri Kameswara Sharma as an Independent Director.

Signed this.....day of.....2014

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix a
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.