



# JAGATJIT INDUSTRIES LIMITED

CIN: L15520PB1944PLC001970

**Regd. Office :** Jagatjit Nagar - 144 802, Distt. Kapurthala (Punjab)  
Telephone : (0181) 2783117, Fax: (0181) 2783118, Email: [jil@jagatjit.com](mailto:jil@jagatjit.com)  
Website: [www.jagatjit.com](http://www.jagatjit.com)

## NOTICE

**NOTICE** is hereby given that the 72<sup>nd</sup> Annual General Meeting of JAGATJIT INDUSTRIES LIMITED will be held on Wednesday the 27<sup>th</sup> September, 2017 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anjali Varma (DIN.01250881), who retires by rotation, is eligible and offers herself for re-appointment.

**3. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s Madan & Associates, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 000185N, be and are hereby appointed as Statutory Auditors of the Company (in place of Messrs Mittal Chaudhry & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company's financial year ending March 31, 2018 to hold office from the conclusion of the 72<sup>nd</sup> Annual General Meeting of the Company till the conclusion of the 77<sup>th</sup> Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

### SPECIAL BUSINESS

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

“RESOLVED THAT Ms. Roshini Sanah Jaiswal (00887811), who was appointed as an Additional Director of the Company on 28<sup>th</sup> April, 2017 by the Board of Directors, who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to provisions of Section 188, 197 and other applicable provisions, if any, Schedule V of the Companies Act, 2013, other Rules and Regulations and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the payment of remuneration to Ms. Roshini Sanah Jaiswal, Director as follows :-

1. Salary : Rs. 9,00,000/- P. M.
2. Accommodation : She will be entitled for a suitable furnished accommodation
3. Other Perks and Benefits : She will also be entitled for other perks and benefits as per Company rules.”

“RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors for revision of remuneration from time to time of Ms. Roshini Sanah Jaiswal, as a Director of the Company for such period and on such terms and conditions and with such powers and authorities, as the Board may, in the exercise of its discretion, consider appropriate, provided however, that the terms of such remuneration shall not exceed those set out in Part II of the Schedule V to the Companies Act, 2013, as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Varun Kapoor (DIN. 07306034), who was appointed as an Additional Director of the Company by the Board of Directors on 01<sup>st</sup> August, 2017 and whose term of office expires at the ensuing 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 an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 77th Annual General Meeting of the Company in the calendar year 2022."

**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 provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013, other Rules and Regulations and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to pay the remuneration to Mr. Karamjit Singh Jaiswal, Chief Mentor w.e.f. 1st April, 2017 as follows :-

1. Remuneration : Rs. 15,00,000/- P. M.
2. In addition he will be entitled to a suitable accommodation and Company Car with Driver and such other reimbursement of such other expenses as may be agreed by the Company and Mr. Karamjit Singh Jaiswal."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

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

"RESOLVED THAT pursuant to Sections 188, 196, 197 and other applicable provisions, if any, and Schedule V of the Companies Act, 2013, other Rules or Regulations, (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Ravi Manchanda (DIN.00152760) as Managing Director, for a period of two years w.e.f. 28<sup>th</sup> April, 2017."

"RESOLVED FURTHER THAT the terms and conditions regarding remuneration of Mr. Ravi Manchanda as the Managing Director of the Company shall not exceed the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 read with applicable sections of the Companies Act, 2013.

The material terms of appointment, inter-alia, are as under:-

1. Basic Salary : Rs. 2,28,850/- P. M.
2. Professional Allowance : Rs. 35,472 P. M.
3. Employer PF contribution : Rs. 1,800 P. M.

Apart from the above he will be entitled to reimbursement of Rs.20,500/- P. M. as flexible pay which includes all expenses such as car maintenance, membership expenses, electricity, entertainment and any other related expenses."

"RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors for revision of remuneration from time to time of Mr. Ravi Manchanda, as a Managing Director of the Company for such period and on such terms and conditions and with such powers and authorities, as the Board may, in the exercise of its discretion, consider appropriate, provided however, that the terms of such remuneration shall not exceed those set out in Part II of the Schedule V to the Companies Act, 2013, as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

By order of the Board  
For JAGATJIT INDUSTRIES LIMITED

Sd/-  
K.K. Kohli  
Vice President & Company Secretary

Place : New Delhi  
Date : 1<sup>st</sup> August, 2017

**Notes :**

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/herself. A Proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The proxy form is attached.
2. The Explanatory Statement 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 23<sup>rd</sup> September, 2017 to 27<sup>th</sup> September, 2017 (both days inclusive).
5. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend.
6. Members/ Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
7. 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.
8. 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.
9. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent by the permitted mode.
10. Electronic copy of the Notice of the 72<sup>nd</sup> Annual General Meeting of the Company indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository participant, unless the member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Notice along with process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by the permitted mode.
11. Profile of Directors proposed to be appointed / re-appointed at the AGM is provided in the Corporate Governance Report.
12. **Voting for transaction of Business :**
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management And Administration) Amendment Rules, 2015 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 72<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii) The members who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM, but shall not be entitled to cast their vote again.
  - iv) The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com). The remote e-voting period begins at 9.00 A.M. on 23<sup>rd</sup> September, 2017 and ends at 5 P.M. on 26<sup>th</sup> September, 2017. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - v) Mr. Subhash Saini, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - vi) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- vii) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting, who will countersign the same and declare the result of the voting forthwith.
- viii) The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website at [www.jagatjit.com](http://www.jagatjit.com) and will be communicated to the BSE Ltd. immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- ix) The process and manner for remote e-voting is attached and forms part of the Notice.

#### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.**

##### **Item No. 4**

Ms. Roshini Sanah Jaiswal was appointed as an Additional Director of the Company on 28<sup>th</sup> April, 2017, under Article 89 of the Articles of Association of the Company. She holds office upto the date of this Annual General Meeting. The Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing the name of Ms. Roshini Sanah Jaiswal, as a candidate for the office of Director.

Ms. Roshini Sanah Jaiswal had been appointed as Director New Projects w.e.f. 1<sup>st</sup> April, 2010 and thereafter she was designated as Chief Restructuring Officer of the Company w.e.f. 1<sup>st</sup> April, 2015. Her present assignment is to strategically oversee the restructuring and transformation being undertaken in the Company, in view of various challenges being faced.

Ms. Jaiswal is a Political Science and Economics Graduate from New York University. She has vast experience of management and expertise in the Food and Beverages industry in addition to an innate understanding of the liquor industry of more than two decades. After her joining the Company has added various new IMFL brands viz. Royal Pride, King Henry VIII Scotch Whisky and Ilce Vodka.

The remuneration now being paid to Ms. Roshini Sanah Jaiswal, or as may be paid to her after re-fixation by the Board from time to time shall be in accordance with limits as prescribed under Part II of the Schedule V to the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Ms. Roshini Sanah Jaiswal is interested or concerned in the resolution.

The Board re-commends the resolution for approval.

##### **Item No. 5 :**

Mr. Varun Kapoor was appointed as an Additional Director of the Company on 1<sup>st</sup> August, 2017, under Article 89 of the Articles of Association of the Company. He holds office upto the date of this Annual General Meeting. The Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing the name of Mr. Varun Kapoor, as a candidate for the office of Director.

Mr. Varun Kapoor is BSc (Hons) in Design Engineering (sandwich degree) from Bournemouth University, UK. Mr. Varun Kapoor, aged around 29 years, has around eight years of experience in design engineering and marketing. He is a designated partner in Oody Designs LLP.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Varun Kapoor is interested or concerned in the resolution.

The Board re-commends the resolution for approval.

##### **Item No. 6 :**

Mr. Karamjit Singh Jaiswal was appointed as Mentor of the Company w.e.f. 01<sup>st</sup> April, 2009. He was designated as Chief Mentor w.e.f. 1<sup>st</sup> April, 2014. Mr. Jaiswal provides guidance to run the affairs of the Company since he is the promoter of the Company and has vast experience of around five decades in the fields of Alcoholic beverages and Dairy industry. Mr. Jaiswal has been associated with the Company for a long period and has served on the Board of the Company as Managing Director of the Company for a period of five years and has also been on the Board of the Company as a Director and has been associated with the Company in various capacities for a long time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Ms. Roshini Sanah Jaiswal, being a relative, is interested or concerned in the resolution.

The Board re-commends the resolution for approval.

**Item No. 7 :**

Mr. Ravi Manchanda was appointed as Whole Time Director of the Company w.e.f. 6<sup>th</sup> October, 2008. He was designated as Managing Director of the Company at the Board Meeting held on 28<sup>th</sup> April, 2017. Other terms and conditions regarding his appointment remained the same.

Mr. Ravi Manchanda is an Engineering graduate and holds Post Graduate Diploma in Marketing. He has experience of around four decades in the fields of Project Management, Marketing and Administration. The approval of the shareholders is being sought to confirm the appointment of Mr. Ravi Manchanda as Managing Director from 28<sup>th</sup> April, 2017 to 27<sup>th</sup> April, 2019, on the terms and conditions stated in the proposed resolution.

The remuneration now paid to Mr. Ravi Manchanda, or as may be paid to him after re-fixation by the Board from time to time shall be in accordance with limits as prescribed under Part II of the Schedule V to the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Ravi Manchanda is interested or concerned in the resolution.

The Board re-commends the resolution for approval.

**Statement pursuant to the provisions of Clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013, in respect of Ms. Roshini Sanah Jaiswal.****General Information:**

The Company is a multi-product company manufacturing Alcoholic Beverages (mainly being Indian Made Foreign Liquor and Country Liquor), Malted Milkfood and Dairy Products. However, the Alcoholic Beverages business is the major activity of the Company.

The Company was established in the year 1944 and is in continuous operation since then. The financial performance of the Company for the last ten years is attached and forms part of the Annual Report being sent to the shareholders. The Company has foreign investments from GDR holders, OCB and NRI investors aggregating to the shares of face value of Rs. 2643.51 lacs as on 31<sup>st</sup> March, 2017. The Company does not have any foreign collaborator.

**Information about the appointee :**

Ms. Roshini Sanah Jaiswal had been appointed as Director New Projects w.e.f. 1<sup>st</sup> April, 2010 and thereafter she was designated as Chief Restructuring Officer of the Company w.e.f. 1<sup>st</sup> April, 2015. She is a Political Science and Economics Graduate from New York University. She has vast experience of management and expertise in the Food and Beverages industry in addition to an innate understanding of the liquor industry of more than two decades. After her joining the Company has added various new IMFL brands viz. Royal Pride, King Henry VIII Scotch Whisky and Ilce Vodka. She has ensured the up-gradation of technology in the production units as well as pioneered the implementation of ERP in all systems of the Company. Furthermore, product development using master blenders from Scotland, engaging with famed packaging experts from UK and better product design as well as setting up export division for business development in countries such as Nepal, UAE, Africa and Eastern European Countries has been undertaken under her guidance.

The proposed resolution is being moved for seeking the approval of the shareholders for her appointment as Director of the Company and payment of remuneration. The terms of appointment and remuneration are enumerated in the proposed resolution. The remuneration paid or payable to Ms. Jaiswal has been approved by the Nomination and Remuneration Committee subject to the approval of the shareholders at their General Meeting.

In view of her qualification, experience, nature of her duties and the size of the Company, her remuneration is justified and is comparable with the persons having similar position in the beverage industry. Ms. Roshini Sanah Jaiswal belongs to the Promoter family. Except for the remuneration she gets, she does not have any other pecuniary relationship with the Company and is not related to any other managerial personnel.

**Other Information:**

During the Financial Year 2016-17, the profitability of the Company suffered due to decrease in sales volume, increased cost of production, closure of Glass division and sales promotion expenses on introduction of new brands. Prohibition and restriction on sale of liquor in some states of the Country also affected the sales turnover. With the effective measures being taken by the Company for increasing the sales volume, increasing market share and cost control measures, the Company is confident of achieving an increased turnover by around 20% of the previous year during current years and will soon start earning the profits.



**Statement pursuant to the provisions of Clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013, in respect of Mr. Ravi Manchanda.**

**General Information:**

The Company is a multi-product company manufacturing Alcoholic Beverages (mainly being Indian Made Foreign Liquor and Country Liquor), Malted Milkfood and Dairy Products. However, the Alcoholic Beverages business is the major activity of the Company.

The Company was established in the year 1944 and is in continuous operation since then. The financial performance of the Company for the last ten years is attached and forms part of the Annual Report being sent to the shareholders. The Company has foreign investments from GDR holders, OCB and NRI investors aggregating to the shares of face value of Rs. 2643.51 lacs as on 31<sup>st</sup> March, 2017. The Company does not have any foreign collaborator.

**Information about the appointee :**

Mr. Ravi Manchanda was appointed as Whole Time Director of the Company w.e.f. 6<sup>th</sup> October, 2008. Mr. Manchanda is an Engineering Graduate with post graduation diploma in Marketing and having experience of more than three decades in the fields of Project Management and Administration. He is associated with the Company for the last around ten years and has held senior posts in the Company. Based upon his performance, he was designated as Managing Director of the Company at the Board Meeting held on 28<sup>th</sup> April, 2017. The terms of appointment and remuneration are enumerated in the proposed resolution. The remuneration paid or payable to Mr. Ravi Manchanda has been duly approved by the Nomination and Remuneration Committee, subject to the approval of the shareholders at their General Meeting.

In view of his qualification, experience, nature of his duties and the size of the Company, the remuneration paid to Mr. Ravi Manchanda is justified and is comparable with the persons having similar position in the beverage industry. Except for the remuneration he gets in the capacity of Director, he does not have any other pecuniary relationship with the Company and is not related to any other managerial personnel.

**Other Information:**

During the Financial Year 2016-17, the profitability of the Company suffered due to decrease in sales volume, increased cost of production, closure of Glass division and sales promotion expenses on introduction of new brands. Prohibition and restriction on sale of liquor in some states of the Country also affected the sales turnover. With the effective measures being taken by the Company for increasing the sales volume, increasing market share and cost control measures, the Company is confident of achieving an increased turnover by around 20% of the previous year during current years and will soon start earning the profits.

**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 M/s 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. In line with the green initiative adopted by the Company, it is proposed 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 many 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](mailto: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.



# JAGATJIT INDUSTRIES LIMITED

CIN: L15520PB1944PLC001970

**Regd. Office :** P.O. Jagatjit Nagar - 144 802, Distt. Kapurthala (Punjab)  
Telephone : (0181) 2783117, Fax: (0181) 2783118, Email: [jil@jagatjit.com](mailto:jil@jagatjit.com)  
Website: [www.jagatjit.com](http://www.jagatjit.com)

## The instructions for shareholders voting electronically are as under :

The voting period begins at 9.00 A.M. on 23<sup>rd</sup> September, 2017 and ends at 5.00 P.M. on 26<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 20<sup>th</sup> September, 2017 being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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> <ul style="list-style-type: none"> <li>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. <b>Sequence number is printed on Attendance Slip.</b></li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

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

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. **Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xviii) Note for Non - Individual Shareholders and Custodians:-

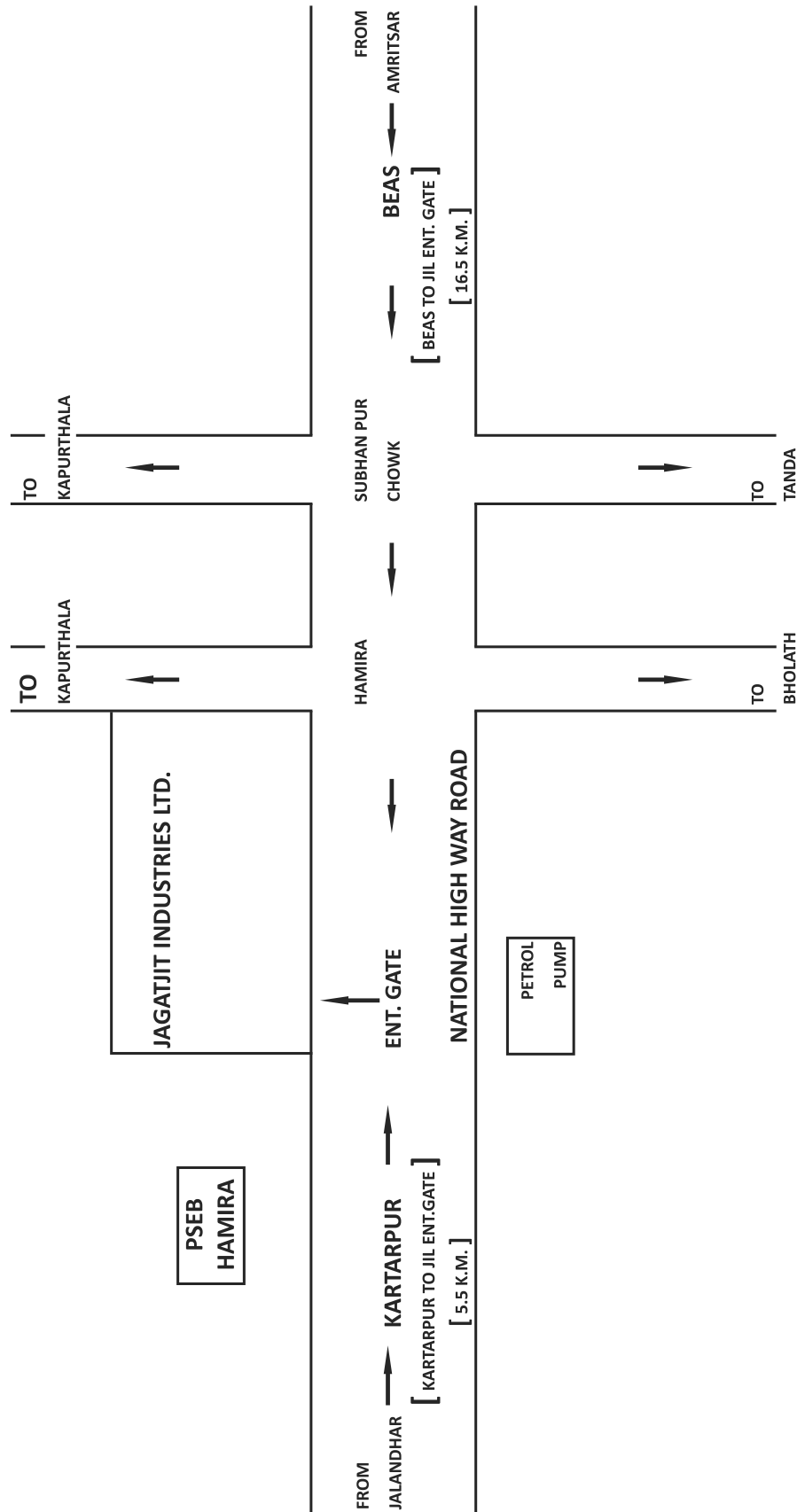
- 1 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporate.
- 2 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- 3 After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- 4 The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 5 A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Any person who acquires shares of the Company and become member of the Company after despatch of the notice and holding shares as on the cut off date i.e. **20<sup>th</sup> September, 2017** may follow the same instructions as mentioned above for e voting.

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.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**. Or contact to Mr. Rakesh Dalvi, Deputy Manager, Contact No. 18002005533, Address: Central Depository Services (India) Limited, 16<sup>th</sup> Floor, Phirozee Jeejeebhoy Towers, Dalal Street Fort, Mumbai 400 001.



ROUTE MAP TO THE AGM VENUE OF  
JAGATJIT INDUSTRIES LIMITED







# JAGATJIT INDUSTRIES LIMITED

CIN: L15520PB1944PLC001970

**Regd. Office :** Jagatjit Nagar - 144 802, Distt. Kapurthala (Punjab)  
Telephone : (0181) 2783117, Fax: (0181) 2783118, Email: jil@jagatjit.com  
Website: www.jagatjit.com

## 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 72<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 27<sup>th</sup> September, 2017 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	To consider and adopt the Audited Standalone and Consolidated Financial Statements, Report of the Board of Directors and Auditors for the year ended on 31 <sup>st</sup> March, 2017.
2	Reappointment of Mrs. Anjali Varma (DIN. 01250881) as a Director, liable to retire by rotation.
3	Appointment of Auditors and fixing their remuneration.
4	Appointment of Ms. Roshini Sanah Jaiswal (DIN.00887811) as a Director and payment of remuneration to her.
5	Appointment of Mr. Varun Kapoor (DIN. 07306034) as an Independent Director.
6	Payment of remuneration to Mr. Karamjit Singh Jaiswal, Chief Mentor.
7	Appointment of Mr. Ravi Manchanda (DIN.00152760) as M. D. and payment of remuneration to him.

Signed this.....day of.....2017

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.





## JAGATJIT INDUSTRIES LIMITED

CIN: L15520PB1944PLC001970

**Regd. Office :** P.O. Jagatjit Nagar - 144 802, Distt. Kapurthala (Punjab)  
Telephone : (0181) 2783117, Fax: (0181) 2783118, Email : [jil@jagatjit.com](mailto:jil@jagatjit.com)  
Website : [www.jagatjit.com](http://www.jagatjit.com)

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

### ATTENDANCE SLIP

I/We record my/our presence at the 72<sup>nd</sup> Annual General Meeting of the Company held at the Registered Office of the Company at Jagatjit Nagar-144 802, Distt. Kapurthala (Punjab) on Wednesday, the 27<sup>th</sup> September, 2017 at 09.30 A.M.

NAME AND ADDRESS OF THE SHAREHOLDER(S) (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

**NOTE:** You are requested to sign and hand over this slip at the entrance of the meeting venue.

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### The Electronic Voting Particulars are as follows:

EVSN	User ID	Sequence No.
170817024		