

JAGATJIT INDUSTRIES LIMITED

Corporate Identity Number: L15520PB1944PLC001970

Registered Office: Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab

Corporate Office: 4th Floor, Bhandari House, 91, Nehru Place, New Delhi - 110 019

Telephone: (0181) 2783112, Fax: (0181) 2783118,

Email: jil@jagatjit.com, Website: www.jagatjit.com



NOTICE

Notice is hereby given that 73rd (Seventy Third) Annual General Meeting ("AGM") of Jagatjit Industries Limited ("the Company") will be held on Thursday, December 27, 2018 at 9.30 a.m. at the Registered Office of the Company at Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended March 31, 2018.
2. To appoint Mrs. Anjali Varma (DIN: 01250881), who retires by rotation and, being eligible, offers herself for re-appointment as a Director.

SPECIAL BUSINESS:

3. To appoint Mrs. Asha Saxena (DIN: 08079652) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 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 Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Asha Saxena (DIN: 08079652), who has been appointed as an Additional & Independent Director of the Company by the Board of Directors with effect from March 15, 2018 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of up to 5 (Five) years with effect from March 15, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such deeds, things and acts as may be required in connection with or

incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard."

4. To appoint Mrs. Sushma Sagar (DIN: 02582144) as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 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) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sushma Sagar (DIN: 02582144) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from March 15, 2018 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such deeds, things and acts as may be required in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard."

5. To consider and approve borrowing in excess of the limit specified under section 180(1)(c) of the Companies Act, 2013 and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including such other provisions / modifications and re-enactments, if any, and subject to such other approvals as may be necessary, the Board of Directors of the Company be and is hereby authorised, to borrow any sum or sums of money from time to time at its

discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions and / or other persons, firms, bodies corporate, not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores only) (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) notwithstanding the fact that the money or monies to be borrowed, together with the money already borrowed by the Company may exceed, at any time, aggregate of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

6. To consider and approve limit under section 180(1)(a) of the Companies Act, 2013 and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including such other provisions / modifications and re-enactments, if any, and subject to such other approvals as may be necessary, the Board of Directors of the Company be and is hereby authorised to mortgage and / or charge any of its movable and / or immovable properties, wherever situated, both present and future or to lease the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s) and to create a mortgage / and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or lender(s) together with interest, cost, charges and expenses thereon for an amount not exceeding Rs.800 Crores (Rupees Eight Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give

effect to this resolution and for matter connected therewith or incidental thereto."

**BY ORDER OF THE BOARD
FOR JAGATJIT INDUSTRIES LIMITED**

K.K. Kohli

Sr. Vice President – Legal & Company Secretary
Membership No. F-2399

Place: New Delhi Address: 4th Floor, Bhandari House, 91,
Date: September 20, 2018 Nehru Place, New Delhi – 110 019

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, a person shall not act as proxy for more than fifty (50) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

2. A blank proxy form along with attendance slip is being sent herewith. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority letter, as applicable.
3. Members / Proxies are requested to bring the Attendance Slip duly filled in for attending the Meeting.
4. Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, December 21, 2018 to Thursday, December 27, 2018 [both days inclusive] for the purpose of AGM / annual closing.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
7. The Members are informed that in case of joint holders

attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representatives to attend and vote on their behalf at the meeting.
9. Details of Directors seeking appointment / re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI (LODR) Regulations"], are also attached with this Notice of AGM.
10. The Members of the Company vide their resolution passed at the 72nd [Seventy Second] AGM read with their resolution passed through postal ballot on November 10, 2017 appointed M/s. Madan & Associates, Chartered Accountants (Firm Registration Number 000185N) as the Statutory Auditors of the Company who shall hold office of Statutory Auditors until the conclusion of 76th [Seventy Sixth] AGM of the Company to be held for the financial year 2020-21. In accordance with the Companies Amendment Act, 2017, notified on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is now not required to be ratified at every AGM.
11. All documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, up to the date of AGM i.e. December 27, 2018 between 11:00 a.m. and 5:00 p.m. and also at the meeting.
12. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request. Members who have not registered their e-mail address with the Company can now register the same by sending a communication to the Company at Jagatjit Industries Limited, Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address are registered with the Company or the Depository Participants, unless the Members have registered their request for hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or the Depository Participants. Members may note that this Notice and the Annual Report 2018 will also be available on the Company's website viz. www.jagatjit.com
14. The Notice of AGM, Annual Report and Attendance Slip will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the depositories as on Friday, November 16, 2018. A person who is not a Member as on the cut-off date i.e. Friday, December 21, 2018, should treat this Notice for information purpose only.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
16. Members desiring any information/clarification on the accounts are requested to write to the Company at least ten days in advance so as to enable the management to keep information ready at the AGM.
17. 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. Further SEBI, vide its Notification dated June 8, 2018 has mandated that with effect from December 05, 2018, in all the listed companies, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities. The Company will not be allowed to execute any physical transfers, thereafter. Accordingly, the Members holding shares in physical form are advised to take steps for dematerialisation of their shares for easy liquidity.
18. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify to the Company any change in their address and / or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. 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 their PAN to their DPs with whom they are maintaining their demat accounts. Pursuant to the SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and our letters dated June 25, 2018 and July 26, 2018. Members holding shares in physical form are requested to kindly provide us the following within 21 days from the receipt of this notice at our Corporate Office at 4th Floor, Bhandari House, 91, Nehru Place, New Delhi 110 019:-

- a. PAN Card Number along with a self-attested copy of the PAN Card.
- b. Bank Account details along with original cancelled cheque leaf / attested bank passbook showing the name of the Member.
- c. e-mail id for prompt future communication.

In case the Member is a resident of Sikkim, instead of PAN Card, he / she may kindly provide valid identity proof issued by Government and attested by the Member.

In case of joint shareholders, Members are requested to kindly provide details of the joint holder who is higher in the order of names (First Holder).

19. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting form No. SH-13 to the Company. Members holding shares in electronic form may submit the same to their respective Depository Participant.
20. Non-Resident Indian Members are requested to inform the Company, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
21. The Company does not have any unpaid or unclaimed Dividends.
22. In compliance with provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (LODR) Regulations, Members are provided with facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. The instructions for e-voting are provided in the Notice of AGM under Note No. 26.

23. The facility for voting either through ballot or polling paper shall also be made available by the Company at the AGM and the Members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right at the meeting through ballot or polling paper, as the case may be.

24. The Members who have casted 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.

25. A route map to the venue of the AGM along with prominent landmark for easy location is also enclosed.

26. INSTRUCTIONS FOR REMOTE E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the SEBI (LODR) Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. **HOWEVER, IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL BALLOT PAPER AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY BALLOT PAPER SHALL BE TREATED AS INVALID.**

The remote e-voting facility will be available at www.evotingindia.com. The remote e-voting period shall commence at 9.00 a.m. on Monday, December 24, 2018 and will end at 5.00 p.m. on Wednesday, December 26, 2018. The remote e-voting module shall be disabled by CDSL at 5.00 p.m. on end date of the voting period.

The cut-off date for determining the eligibility of Members to exercise remote e-voting rights and attendance at the AGM is Friday, December 21, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of e-voting or voting at the meeting through ballot paper.

Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

Mr. Subhash Saini, Practicing Company Secretary (C.P No. 6911) and Proprietor of M/s. S. Saini & Co., Company Secretaries, Chandigarh has been appointed as the

Scrutinizer by the Company to scrutinize the entire voting process in a fair and transparent manner.

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.

The Scrutinizer, after the conclusion of e-voting at the AGM, will scrutinize the votes cast at the Meeting (through Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him in writing. The Results of voting will be declared within 48 hours from the conclusion of the AGM and result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company i.e. www.jagatjit.com. and on the website of CDSL at: www.evotingindia.com. The result will simultaneously be communicated to the BSE Limited where the securities of the Company are listed.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The procedure and instructions for Members for voting electronically are as under:

- i. The voting period begins at 9.00 a.m. on Monday, December 24, 2018 and will end at 5.00 p.m. on Wednesday, December 26, 2018. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders / Members
- 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	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. Sequence number is printed on Attendance Slip. • In case the sequence number is less than 8 digits enter the applicable number of zeros before the number and 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.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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 (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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 also to be 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 of 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 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.
- xviii. 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.
- xix. 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 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. Friday, December 21, 2018 may follow the same instructions as mentioned above for e-voting.
- xx. 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 Mr. Rakesh Dalvi, Deputy Manager, Contact No. 1800225533, Address: Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013.

- xxi. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM i.e. Thursday, December 27, 2018.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT RESOLUTION NO. 3

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on March 15, 2018 approved the appointment [subject to the approval of Members by ordinary resolution] of Mrs. Asha Saxena (DIN: 08079652) as an Additional Non-Executive Independent Director of the Company to hold office for a period of up to 5 (Five) years with effect from March 15, 2018.

Accordingly, Mrs. Asha Saxena would hold office up to the date of the ensuing AGM. In terms of Section 149 and other relevant provisions of the Companies Act, 2013, Mrs. Asha Saxena, being eligible, is proposed to be appointed as an Independent Director for a term of up to 5 (five) years with effect from March 15, 2018. Notice proposing her candidature under Section 160 of the Act, has been received from a Member of the Company.

Mrs. Asha Saxena is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Company has also received declaration from Mrs. Asha Saxena that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations as amended from time to time. In the opinion of the Board, Mrs. Asha Saxena fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the Management.

Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company.

Copy of the draft letter of appointment of Mrs. Asha Saxena as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, except Saturday, till the date of this AGM.

The Board of Directors of your Company recommends the Resolution in relation to appointment of Mrs. Asha Saxena as an Independent Director, for the approval by the Members of the Company as an Ordinary Resolution.

Except Mrs. Asha Saxena and her relatives, no other Director(s) and Key Managerial Personnel of the Company and their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

RESOLUTION NO. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on March 15, 2018 approved the appointment of Mrs. Sushma Sagar (DIN: 02582144) as an Additional Non-Executive Director of the Company.

Accordingly, Mrs. Sushma Sagar would hold office up to the date of the ensuing AGM.

The Company has received a notice in writing from a Member in terms of Section 160 of the Act proposing the candidature of Mrs. Sushma Sagar to be appointed as a Director in this AGM.

Mrs. Sushma Sagar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as a Director of the Company.

The Board of Directors of your Company recommends the Resolution in relation to appointment of Mrs. Sushma Sagar as a Director, for the approval by the Members of the Company as an Ordinary Resolution.

Except Mrs. Sushma Sagar and her relatives, no other Director(s) and Key Managerial Personnel of the Company and their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

RESOLUTION NO. 5

In terms of Section 180 (1) (c) of the Companies Act, 2013 and the rules made thereunder, a public company cannot borrow money together with the monies already borrowed (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 share capital, free reserves and securities premium of the Company, except with the prior consent of the members.

Accordingly, the Company has obtained the approval of shareholders through postal ballot on March 08, 2018 for borrowing a sum

not exceeding Rs. 500 Crores under Section 180 (1)(c) of the Companies Act, 2013. As the borrowing may exceed the approved limits, it has been proposed to increase the aforesaid limit from Rs. 500 Crores to Rs. 800 Crores notwithstanding the fact that the money or monies to be borrowed, together with the money already borrowed by the Company may exceed, at any time, aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, provided however, that the total (principal) amount of such borrowings shall not exceed, at any time, a sum of Rs.800 Crores (Rupees Eight Hundred Crores Only) in aggregate.

None of the Directors or their relatives or the Key Managerial Person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board recommends the resolution for the approval of members as a **Special Resolution**.

RESOLUTION NO. 6

In terms of Section 180 (1) (a) of the Companies Act, 2013 and the rules made thereunder, a public company shall not lease or hypothecate whole or substantially the whole of the undertaking of the Company, except with the prior consent of the members of the Company.

Considering the Company's borrowing limits and the requirement of creating charge / mortgages on Company's movable / immovable properties, the Company has obtained the approval of shareholders through postal ballot on March 08, 2018 for an amount not exceeding Rs. 500 Crores at any point of time under Section 180 (1)(a) of the Companies Act, 2013. Keeping in view the enhancement of borrowing limits, it has been proposed to increase the aforesaid limit from Rs. 500 Crores to Rs. 800 Crores.

None of the Directors or their relatives or the Key Managerial Person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board recommends the resolution for the approval of members as a **Special Resolution**.

**BY ORDER OF THE BOARD
FOR JAGATJIT INDUSTRIES LIMITED**

K.K. Kohli

Sr. Vice President – Legal & Company Secretary
Membership No. F-2399

Place: New Delhi Address: 4th Floor, Bhandari House, 91,
Date: September 20, 2018 Nehru Place, New Delhi – 110 019

Details of the Directors seeking re-appointment at the 73rd AGM

{In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of Director	Mrs. Anjali Varma (DIN: 01250881)	Mrs. Asha Saxena (DIN: 08079652)	Mrs. Sushma Sagar (DIN 02582144)
i) Date of Birth / Age	December 12, 1959 / 58 years	September 15, 1948 / 70 years	November 23, 1953 / 64 years
ii) Qualifications	Mrs. Anjali Varma is a Graduate and holds diploma in Hotel Management.	Mrs. Asha Saxena holds the degree of Master of Arts and Bachelor of Education.	Mrs. Sushma Sagar is an undergraduate.
iii) Experience	Mrs. Anjali Varma has around 24 years of experience in the fields of Marketing and Administration.	Mrs. Asha Saxena has a vast experience of around 30 years in the fields of business, management and administration.	Mrs. Sushma Sagar has a vast experience of around 30 years in fields of business, management and corporate administration.
iv) Terms and Conditions of Re-appointment	Mrs. Anjali Varma is a Non-Executive Director of the Company, liable to retire by rotation.	Mrs. Asha Saxena is an Additional Non-Executive Independent Director of the Company.	Mrs. Sushma Sagar is an Additional Non-Executive Director of the Company.
v) Details of Remuneration sought to be paid	Nil	Nil	Nil
vi) Date of first appointment on the Board	April 21, 2014	March 15, 2018	March 15, 2018
vii) No. of shares held	100	Nil	1300
viii) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
ix) No. of Board Meetings attended/held during Financial Year 2017-18	11/11	N.A.	N.A.
x) Directorships held in other companies	1. Mata Construction and Builders Private Limited 2. G. Management Services Private Limited	Nil	Nil
xi) Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2018	1. Nomination and Remuneration Committee (Member) 2. Corporate Social Responsibility Committee (Member)	1. Audit Committee	Nil
xii) Committee position held in other companies	Nil	Nil	Nil

JAGATJIT INDUSTRIES LIMITED

Corporate Identity Number: L15520PB1944PLC001970

Registered Office: Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab

Corporate Office: 4th Floor, Bhandari House, 91, Nehru Place, New Delhi - 110 019

Telephone: (0181) 2783112, Fax: (0181) 2783118,

Email: jil@jagatjit.com, Website: www.jagatjit.com



ATTENDANCE SLIP

73rd Annual General Meeting (AGM) of the Company on Thursday, December 27, 2018 at 9.30 a.m. at the Registered Office of the Company at Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab.

Name (In Block Letters)	
Address	
Registered Folio No. / DP ID & Client ID	
No. of Shares	
Shareholder / Proxy / Authorized Representative	
Mobile No.	
E-Mail Id	

I/We hereby record my/our presence at the 73rd AGM of the Company being held on Thursday, December 27, 2018 at 9.30 a.m. at the Registered Office of the Company at Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab.

Signature of Shareholder / Proxy / Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	SEQUENCE NO.

Notes:

- 1) Please read carefully the instructions printed overleaf before exercising the vote.
- 2) Due to security reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.

Route Map of the Venue

ROUTE MAP TO THE AGM VENUE OF
JAGATJIT INDUSTRIES LIMITED

