

**JAGATJIT INDUSTRIES LIMITED**  
Corporate Identity Number: L15520PB1944PLC001970  
Registered Office: Jagatjit Nagar, Distt. Kapurthala - 144 802, Punjab  
Corporate Office: 4th Floor, Bhandari House, 91, Nehru Place, New Delhi - 110019  
Telephone: (0181) 2783112, Fax: (0181) 2783118,  
Email: jil@jagatjit.com, Website: www.jagatjit.com



## NOTICE

Notice is hereby given that 74<sup>th</sup> (Seventy Fourth) Annual General Meeting ("AGM") of Jagatjit Industries Limited ("the Company") will be held on Monday, 30<sup>th</sup> September, 2019 at 09.30 a.m. at the Registered Office of the Company at Jagatjit Nagar, Distt. 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 31<sup>st</sup> March, 2019.
2. To appoint Mrs. Sushma Sagar (DIN:02582144), who retires by rotation and, being eligible, offers herself for re-appointment as a Director.

### SPECIAL BUSINESS:

3. Re-appointment of Mr. Ravi Manchanda (DIN: 00152760) as Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 188, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, approval of the Company be and is hereby accorded to the re-appointment of Mr. Ravi Manchanda (DIN: 00152760) as Managing Director of the Company for a further period of two years with effect from 27<sup>th</sup> April, 2019.

**"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 re-appointment, inter-alia, are as under:-

Basic Salary : Rs. 1,75,000/- p.m.

HR Allowance : Rs. 89,323/- p.m.

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.

He will also be entitled to a Company car with driver as per Company policy."

**"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 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 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 such steps as may be considered necessary, proper or expedient to give effect to this resolution."

4. Re-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 a **Special Resolution**:

**"RESOLVED THAT** pursuant to the 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 Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Kiran Kapur (DIN 02491308), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the conclusion of 74<sup>th</sup> Annual General Meeting until the conclusion of 79<sup>th</sup> Annual General Meeting to be held in the calendar year 2024."

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

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

**Roopesh Kumar**

Company Secretary

Membership No. F-10058

Place: New Delhi                      Address: 4<sup>th</sup> Floor, Bhandari House,  
Date: 14<sup>th</sup> August, 2019    91, 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 Monday, 23<sup>rd</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (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. 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. Monday, 30<sup>th</sup> September, 2019 between 11:00 a.m. and 5:00 p.m. and also at the meeting.
11. 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 register the same by sending a communication to the Company at Jagatjit Industries Limited, Jagatjit Nagar, Distt. 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.
12. 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 2019 will also be available on the Company's website viz. [www.jagatjit.com](http://www.jagatjit.com)

13. 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, 16<sup>th</sup> August, 2019. A person who is not a Member as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019, should treat this Notice for information purpose only.
14. 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.
15. 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.
16. The trading of shares of the Company has been put under compulsory dematerialized 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 8<sup>th</sup> June, 2018 and subsequent press release dated 3<sup>rd</sup> December, 2018 has mandated that with effect from 1<sup>st</sup> April, 2019, in all the listed companies, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.
17. 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.
18. 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.
19. The Company does not have any unpaid or unclaimed Dividends.
20. 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. 24.

21. 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.
22. 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.
23. A route map to the venue of the AGM alongwith prominent landmark for easy location is also enclosed.
24. **INSTRUCTIONS FOR REMOTE E-VOTING:**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as 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](http://www.evotingindia.com). The remote e-voting period shall commence at 9.00 a.m. on Friday, 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2019. 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 Monday, 23<sup>rd</sup> September, 2019. 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](http://www.jagatjit.com) and on the website of CDSL at: [www.evotingindia.com](http://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 Friday, 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2019. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Shareholders/Members should log on to the e-voting website [www.evotingindia.com](http://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](http://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"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <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. Sequence number is printed on Attendance Slip.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of zeros 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 RA10000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <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 (iv).</li> </ul>

- 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](http://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](mailto: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. Monday, 23<sup>rd</sup> September, 2019 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi, Manager, Contact No. 1800225533, Address: Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013.
- xxi. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM i.e. Monday, 30<sup>th</sup> September, 2019.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

### RESOLUTION NO. 3

Mr. Ravi Manchanda was appointed as Managing Director of the Company for a period of two years w.e.f. 28<sup>th</sup> April, 2017 and his office as Managing Director came to an end on 27<sup>th</sup> April, 2019. The Board of Directors in their meeting held on 14<sup>th</sup> February, 2019 approved the re-appointment (subject to the approval of the shareholders of the Company at General Meeting) of Mr. Ravi Manchanda as Managing Director of the Company for a further period of two years with effect from 27<sup>th</sup> April, 2019.

Mr. Ravi Manchanda is an Engineering Graduate and holds Post Graduate Diploma in Marketing. He has vast experience of more than four decades in the field of Project Management, Marketing and Administration. The approval of the shareholders is being sought to confirm the re-appointment of Mr. Ravi Manchanda as Managing Director of the Company for a further period of two years with effect from 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 the limits as prescribed under Part II of the Schedule V to the Companies Act, 2013.

The Board of Directors of your Company recommends the Resolution in relation to re-appointment of Mr. Ravi Manchanda as Managing Director, for the approval by the Members of the Company as a Special Resolution.

Except Mr. Ravi Manchanda and his relatives, no other Director(s) and Key Managerial Personnel of the Company and their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

## RESOLUTION NO. 4

In the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, Mrs. Kiran Kapur was appointed as an Independent Director of the Company for a term of five years upto the conclusion of the ensuing AGM. Accordingly, Mrs. Kiran Kapur holds office up to the date of the ensuing AGM.

Mrs. Kiran Kapur has vast experience of administration and management of more than four decades. She has been associated with the Company as a Director for last 10 years and has contributed as Independent Director and also as member of the Board Committees. The Board considers that her continued association would be of the benefit to the Company.

Based on the recommendations of the Nomination and Remuneration Committee, the Board has proposed to reappoint Mrs. Kiran Kapur as an Independent Director at this AGM for second term of five years with effect from the conclusion of 74<sup>th</sup> AGM until the conclusion of 79<sup>th</sup> AGM to be held in the calendar year 2024. As per the provision of Section 149(10) of the Companies Act, 2013 an independent director shall be eligible for reappointment on passing of a special resolution by the Company.

The Company has received declaration to the effect that she meets the criteria of independence as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Kiran Kapur, proposed to be re-appointed as Independent Director fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that Mrs. Kiran Kapur is independent of the management.

The Board of Directors of your Company recommends the Resolution in relation to re-appointment of Mrs. Kiran Kapur as an Independent Director, for the approval by the Members of the Company as a Special Resolution.

Except Mrs. Kiran Kapur 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.

### **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:**

Jagatjit Industries Limited was set up in 1944 in Punjab. Its business comprises Indian Made Foreign Liquor (IMFL), Country Liquor (CL), Malted Milk Food (MMF) & Malt Extract (MEX) and Real Estate. The Company has a rich IMFL portfolio including whiskeys (scotch, blended Indian whiskeys), gin, rum, brandy and vodka. In India, the Company has strong presence in North, Andhra Pradesh, Telangana, Odisha and Meghalaya. Internationally, its products are available in Guinea, Ghana, Togo, Burkina Faso, Angola, Cameroon, Nigeria, Sierra Leone, Liberia, Ivory Coast, the UAE, Oman, Italy,

Kenya, Uganda, Rwanda and Ukraine.

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 face value of Rs. 2643.05 lacs as on 31<sup>st</sup> March, 2019. The Company does not have any foreign collaborator.

#### **Information about the appointee :**

Mr. Ravi Manchanda was appointed as Managing Director of the Company for a period of two years w.e.f. 28<sup>th</sup> April, 2017. His office as Managing Director came to an end on 27<sup>th</sup> April, 2019. The Board of directors at their meeting held on 14<sup>th</sup> February, 2019 re-appointed Mr. Ravi Manchanda as Managing Director for a further period of two years w.e.f. 27<sup>th</sup> April, 2019 on the existing terms and conditions, subject to confirmation of the shareholders at the ensuing Annual General Meeting. The terms of appointment and remuneration are enumerated in the proposed resolution

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 twelve years and has held senior posts in the Company.

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 2018-19, the profitability of the Company suffered primarily due to decline in sales. However, it is committed to return to profitability by streamlining its brand portfolio, investing in higher-contribution brands, widen geographical reach, developing export markets and improving operational efficiencies. The Company is committed to improve its sales turnover and exercise stricter costs controls. It constantly endeavours to improvise on its product range with innovation and renovation of existing brands. The Company also remains committed to drive manufacturing excellence in the malted milkfood contract manufacturing business and is working to increase its efficiency in this segment. All cost rationalisation exercises coupled with enhanced marketing and technological investments and efforts to boost sales are expected to rejuvenate the Company's financial health in the foreseeable future.

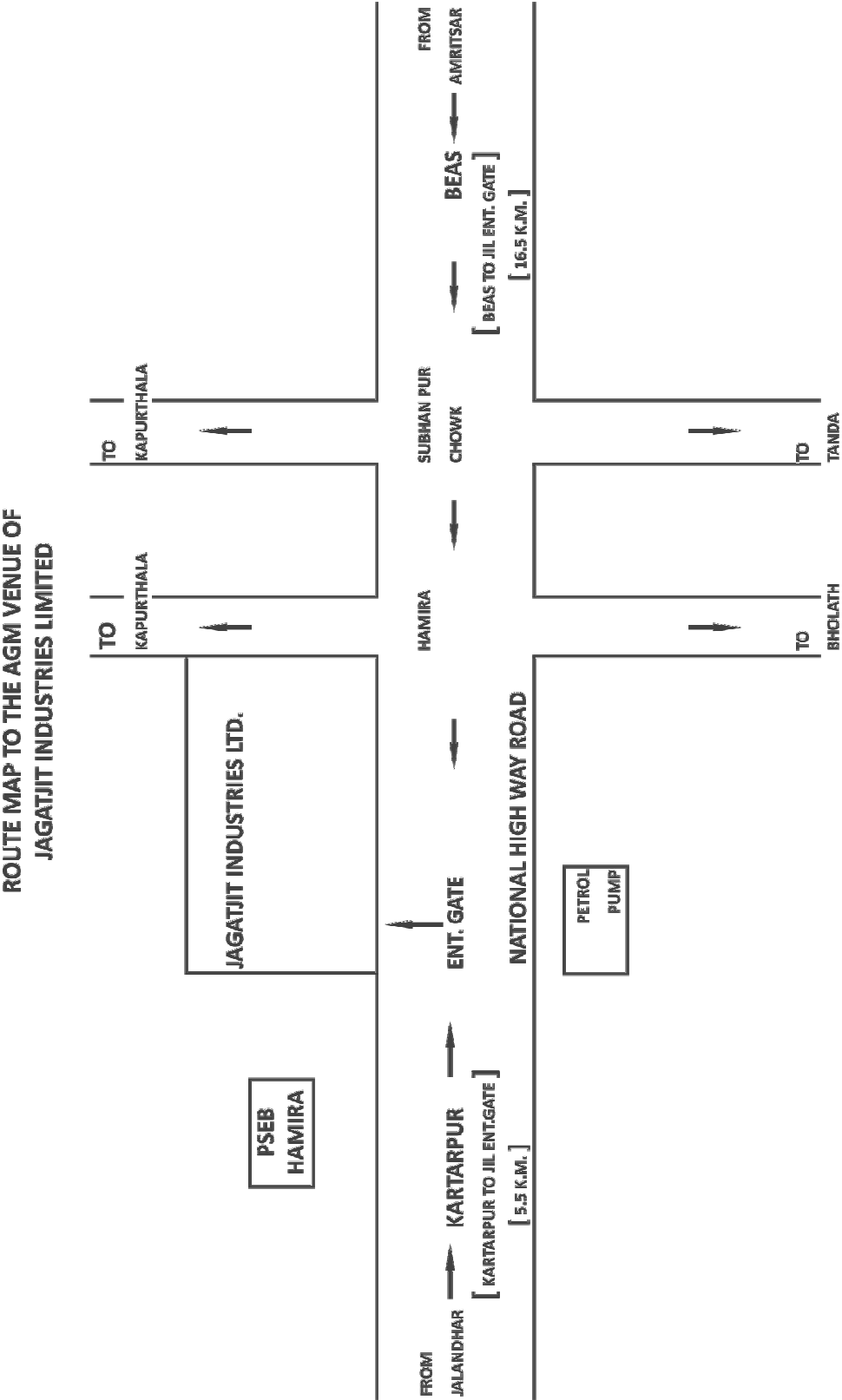
With the effective measures being taken by the Company, the Company is confident of achieving an increased turnover by around 20% of the previous year during current years and will soon start earning the profits.

### Details of the Directors seeking re-appointment at the 74<sup>th</sup> 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. Sushma Sagar (DIN 02582144)	Mr. Ravi Manchanda (DIN: 00152760)	Mrs. Kiran Kapur (DIN: 02491308)
i) Date of Birth / Age	23.11.1953 / 65 years	18.12.1952 / 66 years	22.01.1948 / 71 years
ii) Qualifications	Mrs. Sushma Sagar is an undergraduate.	Mr. Ravi Manchanda is an Engineering Graduate and holds P.G. Diploma in Marketing.	Mrs. Kiran Kapur is an undergraduate.
iii) Experience	Mrs. Sushma Sagar has a vast experience of around 31 years in fields of business, management and corporate administration.	Mr. Ravi Manchanda has vast experience of more than four decades in the field of Project Management, Marketing and Administration.	Mrs. Kiran Kapur has vast experience of administration and management of more than four decades.
iv) Terms and Conditions of Re-appointment	Mrs. Sushma Sagar is a Non-Executive Non-Independent Director of the Company.	Mr. Ravi Manchanda is a Managing Director of the Company.	Mrs. Kiran Kapur is a non-executive Independent Director of the Company.
v) Details of Remuneration sought to be paid	Nil	Details of remuneration mentioned in the notice calling AGM	Nil
vi) Date of first appointment on the Board	15.03.2018	06.10. 2008	27.11.2008
vii) No. of shares held	1300	100	100
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 2018-19	5/6	5/6	3/6
x) Directorships held in other companies	Nil	<ol style="list-style-type: none"> <li>1. Grand Regency Hospitalities Private Limited</li> <li>2. Ispace Developers Private Limited</li> <li>3. Vasu Realcon Private Limited</li> <li>4. Axis Buildwell Private Limited</li> <li>5. Gaiety Infracore Private Limited</li> <li>6. Fortune Infratech Private Limited</li> <li>7. Yoofy Computech Private Limited</li> </ol>	Nil
xi) Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2019	Nil	<ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> <li>2. Stakeholders Relation Committee (member)</li> <li>3. Corporate Social Responsibility Committee (Member)</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> <li>2. Nomination &amp; Remuneration Committee (Chairperson)</li> <li>3. Stakeholders Relation Committee (Chairperson)</li> <li>4. Corporate Social Responsibility Committee (Member)</li> </ol>
xii) Committee position held in other companies	Nil	Nil	Nil

Route Map of the Venue





## 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

74<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, 30<sup>th</sup> September, 2019 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 74<sup>th</sup> AGM of the Company being held on Monday, 30<sup>th</sup> September, 2019 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

EVS [E-Voting Sequence Number]	USER ID	SEQUENCE NO.
190812016		

**Note:**

- 1) Please read carefully the instructions printed overleaf before exercising the vote.

**Form No. MGT-11****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:	Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab		
Name of the member(s):			
Registered Address:			
E-mail Id:			
Folio No/Client Id:		DP ID:	

I/We, being the member[s] of the above-named Company, holding \_\_\_\_\_ equity shares, 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 74<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 9.30 a.m. at the Registered Office of the Company at Jagatjit Nagar, Dist. Kapurthala - 144 802, Punjab and at any adjournment thereof in respect of such resolution[s] as are indicated below :

Resolution No.	Description
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 31 <sup>st</sup> March, 2019.
2	To appoint Mrs. Sushma Sagar (DIN: 02582144), who retires by rotation and, being eligible, offers herself for re-appointment as a Director.
3	To re-appoint Mr. Ravi Manchanda (DIN 00152760) as Managing Director of the Company for a further period of two years.
4	To re-appoint Mrs. Kiran Kapur (DIN 02491308) as an Independent Director for a further term of five years.

Signed this ..... day of ..... 2019

Signature of Shareholder / Authorized Representative .....

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.