

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

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



NOTICE

Notice is hereby given that the 77th (Seventy Seventh) Annual General Meeting ("AGM") of Jagatjit Industries Limited ("the Company") will be held on Friday, 30th September, 2022 at 10.30 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), for which purpose the Registered Office of the Company situated at Jagatjit Nagar, Distt. Kapurthala - 144802, Punjab, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, 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 31st March, 2022.
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 ratify the remuneration payable to the Cost Auditors

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 Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only), plus taxes as applicable and reimbursement of actual out-of-pocket expenses, as approved by the Board of Directors of the Company, payable to M/s P. K. Verma & Co., Cost Accountants, Chandigarh (Firm Registration No. 0005111) for the conduct of the audit of the cost records of the Company for the financial year ending 31st March, 2023 be and is hereby ratified and confirmed."

4. Continuation of Mr. Ravi Manchanda (DIN 00152760) as Managing Director of the Company upon attaining the age of Seventy years and his re-appointment for a further period of two years

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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and recommendation of the Nomination and Remuneration Committee and the Board, consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Managing Director by Mr. Ravi Manchanda (DIN: 00152760) upon attaining the age of 70 years on 18th December, 2022 and his re-appointment as Managing Director of the Company, for a further period of two years with effect from 27th April, 2023 notwithstanding that he has attained the age of 70 years at the time of his re-appointment."

"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."

"RESOLVED FURTHER THAT the material terms of re-appointment, inter-alia, are as under:-

Basic Salary	: ₹ 2,44,000/- p.m.
HR Allowance	: ₹ 1,21,000/- p.m.
Employer PF contribution	: ₹ 1,800/- p.m.

Apart from the above he will be entitled to reimbursement of ₹ 43,000/- P. M. as flexible pay which includes all expenses such as car maintenance, membership expenses, electricity, entertainment and any other related expenses.

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

He will also be eligible for the grant of Employee Stock Options as may be decided by the Board under 'Jagatjit Industries Limited Stock Incentive Plan, 2021'."

"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 is hereby authorized to do all such acts and take such steps as may be considered necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mrs. Asha Saxena (DIN: 08079652) as a Director liable to retire by rotation

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 Section 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) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Asha Saxena (DIN: 08079652) who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors w.e.f. 22nd July, 2022 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation who will continue to hold the office as such notwithstanding that she attains the age of 75 years during her tenure."

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

6. Re-designation of Mrs. Sushma Sagar (DIN: 02582144) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the SEBI LODR Regulations, Mrs. Sushma Sagar (DIN: 02582144), who was appointed as a Director liable to retire by rotation and has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Independent Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors, be and is hereby re-designated as Independent Director of the Company not liable to retire by rotation, to hold office for a term of five years, with effect from 22nd July, 2022."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts and take 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**

Place: New Delhi
Date: 22nd July, 2022

Sd/-
Roopesh Kumar
Company Secretary
ICSI M. No. F-10058
Address : 4th Floor, Bhandari House,
91, Nehru Place, New Delhi - 110 019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

ITEM No. 3

The Board, on the recommendation of the Audit Committee at its meeting held on 22nd July, 2022, has approved the re-appointment of M/s P. K. Verma & Co., Cost Accountants, Chandigarh (Firm Registration No. 00051111) as the Cost Auditors at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties, for the Financial Year ending 31st March, 2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

The Board of Directors of your Company recommends the Resolution in relation to ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023, by the Members of the Company as an Ordinary Resolution.

None of the Director(s) and Key Managerial Personnel of the Company and/or their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

ITEM No. 4

Mr. Ravi Manchanda was appointed as Managing Director of the Company for a period of two years w.e.f. 27th April, 2021 and his tenure as Managing Director will come to end on 26th April, 2023. Mr. Ravi Manchanda will attain the age of 70 years on 18th December, 2022. Taking into account the contributions being made by Mr. Manchanda, including his vast experience and knowledge, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 22nd July, 2022 has approved the continuation of holding the office of Managing Director by Mr. Ravi Manchanda upon attaining the age of 70 years and his re-appointment as Managing Director of the Company, for a further period of two years with effect from 27th April, 2023 notwithstanding that he has attained the age of 70 years, on the terms and conditions stated in the proposed resolution, subject to the approval of the Members of the Company. He will also continue to be a Key Managerial Personnel of the Company.



Mr. Manchanda is an Engineering Graduate and holds Post Graduate Diploma in Marketing. He has vast experience of more than four decades in the fields of Project Management, Marketing and Administration. The Board is of the view that continued association of Mr. Ravi Manchanda would benefit the Company. 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.

Mr. Manchanda is not related to any other Director and/or Key Managerial Personnel of the Company.

The Board of Directors of your Company recommends the Resolution in relation to 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/or their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

ITEM No. 5

Mrs. Asha Saxena was appointed as an Independent Director on 15th March, 2018 and resigned due to some personal reasons, on 25th April, 2022.

However, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 22nd July, 2022 have again appointed Mrs. Asha Saxena (DIN: 08079652) as an Additional Non-Executive Director of the Company. Accordingly, Mrs. Asha Saxena would hold office as such up to the date of the ensuing AGM.

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 Non- Executive Director of the Company. Mrs. Asha Saxena will attain the age of 75 years on 15th September, 2023. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect.

The Company has received a notice in writing from a Member in terms of Section 160 of the Act proposing the candidature of Mrs. Asha Saxena to be appointed as a Director, liable to retire by rotation in this AGM.

Mrs. Asha Saxena 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.

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

Except Mrs. Asha Saxena and her relatives, no other Director(s) and/or 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.

ITEM NO. 6

Mrs. Sushma Sagar was appointed as Non-Executive, Non-Independent Director of the Company w.e.f. 15th March, 2018, whose period of office is liable to determination by retirement of directors by rotation, under the Companies Act, 2013.

In view of making due compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to re-designate Mrs. Sushma Sagar as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years, with effect from 22nd July, 2022.

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

In the opinion of the Board, Mrs. Sushma Sagar who is proposed to be re-designated as Independent Director fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and that Mrs. Sushma Sagar is independent of the management.

The Board of Directors of your Company recommends the Resolution in relation to re-designation of Mrs. Sushma Sagar as an Independent 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/or 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 re-appointment of Mr. Ravi Manchanda.

General Information :

Jagatjit Industries Limited (the Company or Jagatjit) was set up in 1944 in the State of Punjab. Its business comprises of manufacturing, distributing and selling of Extra Neutral Alcohol (ENA), Indian Made Foreign Liquor (IMFL), Country Liquor (CL), Malted Milk Food (MMF), Malt Extract (MEX) and Real Estate. The Company has a rich IMFL product portfolio including Whiskies (Blended Indian whiskies and Scotch), Gin, Rum, Brandy and Vodka. In India, the Company has a strong presence in the northern region, and also in the States of Assam, Andhra Pradesh, Telangana, Tamilnadu, Odisha and Meghalaya. The Company has also expanded into newer markets namely Andaman & Nicobar Island, Pondicherry, Maharashtra and West Bengal. Internationally, Jagatjit's products are available in Guinea, Ghana, Togo, Burkina Faso, Mali, Angola, Nigeria, USA, Italy, Ivory Coast, UAE, Oman, Kenya, Mauritius & Congo.

The financial performance of the Company for the last ten years is attached and forms part of the Annual Report being sent to the Members. The Company has foreign investments from GDR holders, OCB and NRI investors aggregating to the face value of ₹ 2646.04 lacs as on 31st March, 2022. The Company does not have any foreign collaborator.



Information about the appointee:

Mr. Ravi Manchanda was re-appointed as Managing Director of the Company for a period of two years w.e.f. 27th April, 2021 and his tenure as Managing Director will come to end on 26th April, 2023. Mr. Ravi Manchanda, Managing Director will attain the age of 70 years on 18th December, 2022. Taking into account the contributions being made by Mr. Manchanda, including his vast experience and knowledge, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 22nd July, 2022 has approved the continuation of holding the office of Managing Director by Mr. Ravi Manchanda upon attaining the age of 70 years and his re-appointment as Managing Director of the Company, for a further period of two years with effect from 27th April, 2023 notwithstanding that he has attained the age of 70 years, on the terms and conditions stated in the proposed resolution, subject to the approval of the Members of the Company. He will also continue to be a Key Managerial Personnel of the Company.

Mr. Manchanda is an Engineering Graduate and holds Post Graduate Diploma in Marketing. He has vast experience of more than four decades in the fields of Project Management, Marketing and Administration. Mr. Manchanda is associated with the Company for the last around fifteen years and has held senior posts in the Company. The Board is of the view that continued association of Mr. Ravi Manchanda would benefit the Company.

In view of his qualifications, experience, nature of his duties and the size of the Company, the remuneration proposed to be 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 year under review, the Gross Turnover (including income from Services & Other Sources) was ₹ 50,392 Lacs as compared to ₹ 45,057 Lacs during the previous year. The Company earned profit before taxation of ₹ 83 Lacs as compared to profit before taxation of ₹ 212 Lacs during the previous year.

The Company's primary focus of business is in manufacturing, distributing and selling IMFL brands with intent to provide superior brands at affordable prices. During FY 2021-22, the Company sold 2.66 million IMFL cases. The Company is also engaged in manufacturing of Country liquor in the state of Punjab, where it recorded volume of around 2.09 million cases. The Company is continuously focusing on production of Extra Neutral Alcohol (ENA) and it has positive bearing on the performance of the Company in FY 2021-22 by utilizing its capacity and expects reasonable overall growth in coming years also.

Details of the Directors seeking appointment /re-appointment at the 77th 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)	Mr. Ravi Manchanda (DIN: 00152760)	Mrs. Asha Saxena (DIN: 08079652)	Mrs. Sushma Sagar (DIN 02582144)
i) Date of Birth/Age	December 12, 1959/ 62 years	18.12.1952/69 years	September 15, 1948/ 73 years	23.11.1953/68 years
ii) Qualifications	Mrs. Anjali Varma is a Graduate and holds diploma in Hotel Management.	Mr. Ravi Manchanda is an Engineering Graduate and holds P.G. Diploma in Marketing.	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 28 years of experience in the fields of Marketing and Administration.	Mr. Ravi Manchanda has vast experience of more than four decades in the fields of Project Management, Marketing and Administration.	Mrs. Asha Saxena has a vast experience of around 33 years in the fields of Business, Management and Administration.	Mrs. Sushma Sagar has a vast experience of around 37 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.	Mr. Ravi Manchanda is Managing Director of the Company.	Mrs. Asha Saxena is a Non-Executive Non-independent Director of the Company.	Mrs. Sushma Sagar is an Independent Director of the Company.
v) Details of Remuneration sought to be paid	Nil	Details of remuneration mentioned in the notice calling AGM	Nil	Nil
vi) Date of first appointment on the Board*	21.04.2014	06.10.2008	22.07.2022 *	15.03.2018
vii) No. of shares held	100	100	Nil	Nil
viii) Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil
ix) No. of Board Meetings attended/held during Financial Year 2021-22	6 / 6	6/6	6/3 *	6/3



Name of Director	Mrs. Anjali Varma (DIN: 01250881)	Mr. Ravi Manchanda (DIN: 00152760)	Mrs. Asha Saxena (DIN: 08079652)	Mrs. Sushma Sagar (DIN 02582144)
x) Directorships held in other companies	1. G. Management Services Private Limited	1. Grand Regency Hospitalities Private Limited 2. Ispace Developers Private Limited 3. Vasu Realcon Private Limited 4. Axis Buildwell Private Limited 5. Gaiety Infracon Private Limited 6. Fortune Infratech Private Limited 7. Yoofy Computech Private Limited 8. Natwar Liquors Private Limited	1. Yoofy Computech Private Limited	Nil
xi) Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2022	1. Nomination and Remuneration Committee (Member) 2. Corporate Social Responsibility Committee (Member)	1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member) 3. Corporate Social Responsibility Committee (Member)	She was member of Audit Committee, in the previous tenure as Independent Director	Nil
xii) Committee position held in other companies	Nil	Nil	Nil	Nil

* Mrs. Asha Saxena was earlier appointed as Independent Director on 15th March, 2018 and resigned on 25th April, 2022. She has again been appointed as an Additional Director w.e.f. 22nd July, 2022.

IMPORTANT NOTES:

1. Ministry of Corporate Affairs ("MCA"), vide Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 read with Circular No. 2/2022 dated 5th May, 2022 (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' vide its Circulars dated 12th May, 2020 and dated 15th January, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter referred to as "SEBI Circulars") have permitted to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In terms of the said circulars, the 77th Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and is also available at the Company's website www.jagatjit.com.

2. In accordance with the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 77th AGM is being held through VC as per the MCA & SEBI Circulars, physical attendance of the Members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 77th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
3. The Members can join the AGM in the VC/OAVM mode 15

minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the MCA and SEBI Circulars, Notice of the AGM, along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant ("DP"). Public notices are being released by the Company, requesting all the members to intimate/update their email ids with their DPs or the Company. Notice of the AGM and the Annual Report will also be available on the website of the Company at www.jagatjit.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of the CDSL at www.evotingindia.com.
6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 26th September, 2022 to Friday, 30th September, 2022 (both days inclusive) for the purpose of AGM / annual closing.



8. 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, are given elsewhere in the Notice.
9. All documents referred to in the accompanying Notice and requisite Registers 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. Friday, 30th September, 2022 between 11:00 a.m. and 5:00 p.m.
10. Members seeking any information / desirous of asking any question at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send their email to the Company at roopesh.kumar@jagatjit.co.in at least 10 days before the meeting. The same will be responded to by the Company suitably.
11. Members are requested to update their KYC's by intimating changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form.
12. SEBI, vide its Circular dated 3rd November, 2021 has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by 1st April, 2023 shall be frozen. The Company has sent individual letters to all the Members holding shares in physical form for furnishing their PAN, KYC details and Nomination in this respect. The aforesaid communication is also available on the website of the Company at www.jagatjit.com.
13. Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificates; Consolidation of Securities Certificates/ folios and Transposition. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
14. 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.
15. The Board of Directors has appointed Mohd Saqib, Practicing Company Secretary (C.P No. 18116) and Proprietor of Saqib & Associates, Company Secretaries as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
16. (A) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Friday, 23rd September, 2022), shall be entitled to cast their vote either through remote e-Voting or through e-Voting at AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
(B) The remote e-Voting period begins at 9:00 a.m. on Tuesday, 27th September, 2022 and ends at 5:00 p.m. on Thursday, 29th September, 2022. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
(C) The Members who have cast their vote by remote e-Voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
(D) The members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting through VC/OAVM at AGM will not be considered.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the meeting and the Results shall be declared by the Chairman.
18. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.jagatjit.com, immediately after the declaration of Result by the Chairman. The result will simultaneously be communicated to the BSE Limited where the securities of the Company are listed.
19. The recorded transcript of the forthcoming AGM on 30th September, 2022, shall also be made available on the website of the Company www.jagatjit.com in the Investors Section, as soon as possible after the meeting is over.
20. **The instructions for remote e-Voting and e-Voting during AGM and joining Meeting through VC/OAVM are as under:**

Pursuant to Regulation 44 of the SEBI (LODR), Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 77th Annual General Meeting by electronic means (through remote e-Voting and e-Voting at AGM).

In order to increase the efficiency of the voting process and in pursuance of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites



of Depositories/ Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

The process and instructions for both remote e-Voting and e-Voting during the AGM are provided in this notice. Such remote e-Voting facility is in addition to voting that will take place at the 77th AGM being held through VC/OAVM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-Voting system as well as e-Voting at AGM will be provided by CDSL.

The remote e-Voting period begins at 9:00 a.m. on Tuesday, 27th September, 2022 and ends at 5:00 p.m. on Thursday, 29th September, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e Friday, 23rd September, 2022 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have cast their vote by remote e-Voting prior to the Meeting may also attend / participate in the Meeting through VC/OVAM but shall not be entitled to cast their vote again.

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/ NSDL:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting service providers i.e. CDSL/ NSDL/ KARVY/ LINK INTIME, so that the user can visit the e-Voting service provider's website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID [i.e. your sixteen



digit demat account number held with NSDL], Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants
 You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free No.1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B) Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual holding securities in Demat form.

- i) The shareholders should log on to the e-Voting website www.evotingindia.com.
- ii) Click on "Shareholders" module.
- 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. Shareholders 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 and voted on an earlier e-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 Physical Shareholders and other than Individual shareholders holding securities in demat form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 for the relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification.

xviii] Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that, 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; roopesh.kumar@jagatjit.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at roopesh.kumar@jagatjit.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at roopesh.kumar@jagatjit.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then



the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call at toll free No.1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No.1800225533.

21. Process for those shareholders whose email addresses / mobile number are not registered with the Company/ Depositories:

- i) Shareholders holding shares in physical form are requested to send duly completed Form ISR-1 along with requisite documents, at the Corporate Office of the Company at 4th Floor, Bhandari House, 91, Nehru Place, New Delhi - 110019 and provide the following details/ documents for registering email address:

a) Folio No., **b)** Name of shareholder, **c)** Email ID, **d)** Copy of PAN card (self-attested), **e)** Copy of Aadhar Card (self attested) **f)** Copy of share certificate (front and back).

Form ISR-1 is available on the website of the Company at www.jagatjit.com.

- ii) For Demat shareholders, please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

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

Place: New Delhi
Date: 22nd July, 2022

Sd/-
Roopesh Kumar
Company Secretary
ICSI M. No. F-10058
Address : 4th Floor, Bhandari House,
91, Nehru Place, New Delhi - 110 019