



JAGATJIT INDUSTRIES LIMITED

CIN: L15520PB1944PLC001970

Regd. Office : Jagatjit Nagar - 144 802,

Distt. Kapurthala (Punjab)

Telephone : (0181) 2783117, Fax: (0181) 2783118,

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the resolutions appended below are proposed to be passed by the Members through Postal Ballot. The Explanatory Statements in terms of Section 102(1) of the Act pertaining to the aforesaid resolutions setting out the material facts and the reason thereof are annexed hereto with a Postal Ballot form for your consideration.

In compliance with the provisions of Rule 20 and 22 of the said Rules, the Board of Directors of the Company has appointed Mr. Mohd Saqib, Proprietor of Saqib & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to send your assent or dissent for the Resolutions **in either of the following modes:**

- By filling in the necessary details in the **Postal Ballot Form** enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or
- By **E-Voting** through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by us for this purpose.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed with their assent (FOR) or dissent (AGAINST) in the enclosed self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday the 8th March, 2018 at 5.00 P. M. to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Managing Director/ Company Secretary of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot shall be declared on or before the close of business hours on Monday, the 12th March, 2018. The result shall also be intimated to the Stock Exchange and displayed along with the Scrutinizer's report on the Company's website i.e. www.jagatjit.com.

The resolutions will become effective on and from the date of announcement of results of the Postal Ballot.

ITEM NO. 1 : CANCEL AND REVOKE PREVIOUS RESOLUTION(S) PASSED BY THE MEMBERS OF THE COMPANY UNDER SECTIONS 180(1)(A) AND 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to cancel, annul and revoke resolution(s) passed by the members of the Company under Sections 180 (1) (a) of the Companies Act, 2013 on 27th November, 2015 and 30th

November, 2016 and under Section 180 (1)(c) of the Companies Act, 2013 on 27th November, 2015, inter alia approving to mortgage, create charge, to sell, lease or otherwise dispose of whole or substantially the whole of the properties /undertaking of the Company and fixing the borrowing power limits and/or authorities of the Board of Directors of the Company ("Board")."

"RESOLVED FURTHER THAT in terms of the provisions of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable laws, the consent of the members of the Company be and is hereby accorded to the Board (including any committee(s) and/or any person(s) authorized by the Board) to borrow money from time to time and/or to approve mortgage, hypothecation, pledge, encumbrance and/or charge (in addition to the existing mortgage(s)/ hypothecation(s)/ pledges/charges/encumbrances, if any, created by the Company) on the asset(s)/right(s)/interest(s) of the Company and/or approve/grant/issue guarantee(s) in favour of any person(s)/entities/body corporate(s) without any requirement to seek any further consent or approval of the members of the Company, on such terms and conditions as the Board may deem fit, as security in connection with any loans, debentures and/or the other credit facilities availed/to be availed by the Company and/or by any other company/person(s) and generally to do all such acts, deeds, matters and things (including delegation of power) as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 2: APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of the earlier resolutions passed by the Company, the consent of the members of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to the Board of Directors of the Company ("Board"), any Director of the Company ("Director") and/or any person(s) as may be authorised by Board ("Authorised Person(s)") to mortgage, hypothecate, pledge, encumber and/or charge (in addition to the existing mortgage(s)/ hypothecation(s)/ pledge(s)/ charge(s)/ encumbrance(s), if any, created by the Company) including to sell, lease or otherwise dispose of on such terms and conditions as the Board, the Director and/or the Authorised Person(s) may deem fit, all or any part of movable and/or immovable properties/assets of the Company, wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company to or/in favour of any person(s) including but not limited to banks, financial institutions, corporate bodies, trustees of debenture holders and/or any other lending agencies or other persons ("Lender(s)") to secure the loans, debentures and/or the other credit facilities availed/to be availed by the Company and/or by any other company/person(s) together with interest thereon and all other amounts payable to the Lender(s), provided that the principal amount of such loans, debentures and/or the other credit facilities shall not exceed Rs.500 Crores (Rupees Five Hundred Crores Only) in the aggregate."

"RESOLVED FURTHER THAT the Board, the Director(s) and/or the Authorised Person(s) be and is/are hereby severally and jointly authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, agreement, undertakings, documents, amendments and/or writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 3: BORROWING IN EXCESS OF THE LIMIT SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of the earlier resolutions passed by the Company, the consent of the members of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to the Board of Directors of the Company ("Board"), any Director of the Company ("Director") and/or any person(s) as may be authorised by Board ("Authorised Person(s)") to borrow, from time to time, on behalf of the Company any sum or sums of money (including fund based and/or non-fund based facilities) as may be required by the Company from any financial institution(s), bank(s), company(ies), mutual fund(s), body corporate(s) or any other entity etc. whether in India or abroad, in any form as may be permissible, upon such terms and conditions and whether with/without security, as the Board, Director and/or the Authorised Person(s) may, in its/their absolute discretion, think fit and proper, 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 of the Company and free reserves, 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.500 Crores (Rupees Five Hundred Crores Only) in aggregate."

"RESOLVED FURTHER THAT, without any requirement to seek any further consent or approval of the shareholders of the Company, the Board, the Director and/or the Authorised Person(s) be and are hereby severally and jointly authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign

and execute deeds, applications, agreement, undertakings, documents, amendments and/or writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM No. 4: ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS

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 Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve various agreement(s)/transaction(s) (including material related party transaction(s)) between/relating to/concerning the Company and one or more of the related parties of the Company including sale / purchase of goods/asset(s), taking/giving the premises on lease, providing/availing services, availing /providing security of the asset(s), both movable and immovable and to avail/ provide corporate guarantee for securing the loan(s) availed /to be availed by the Company and/or the related parties of the Company from financial institution(s), bank(s), company(ies) and/or any other entity(ies) provided that the total (principal) amount of such borrowing(s)/transaction(s) shall not exceed Rs.500 Crores (Rupees Five Hundred Crores Only) in the aggregate at any time."

"RESOLVED FURTHER THAT, without any requirement to seek any further consent or approval of the shareholders of the Company, the Board of Directors of the Company, any Director of the Company and/or any person(s) authorised by the Board of Directors of the Company be and are hereby severally authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, agreement, undertakings, documents, amendments and/or writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

By Order of the Board
For **JAGATJIT INDUSTRIES LIMITED**

Place : New Delhi
Date : 16th January, 2018

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

Notes

1. The Explanatory Statements pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal are annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as on 26th January, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Company/their Depository Participants (in case of electronic shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 2nd February, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purpose only.
4. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to Company at jil@jagatjit.com and the Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Members.
6. The Postal Ballot period commences on 7th February, 2018 (09.00 A.M) and ends on 8th March, 2018 (5.00 P. M).

7. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management And Administration) Amendment Rules, 2015 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided the facility to the members to exercise their right to vote electronically and vote on the resolution through e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this notice.
8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday, the 8th March, 2018 upto 5.00 P. M.

By Order of the Board
For **JAGATJIT INDUSTRIES LIMITED**

Place : New Delhi
Date : 16th January, 2018

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

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

ITEM No.1

The Company in the past has obtained approval(s) of the shareholders through resolutions under Sections 180 (1) (a) and 180 (1)(c) of the Companies Act, 2013 approving inter alia to mortgage, create charge, to sell, lease or otherwise dispose of whole or substantially the whole of the properties /undertaking of the Company and fixing borrowing power limits and/or authorities of the Board of Directors of the Company to borrow money from time to time. It is now proposed to revise the previous authorisations and pass fresh resolution authorising the Board of Directors of the Company to mortgage, create charge, hypothecate, pledge, to sell, lease of whole or substantially the whole of the properties /undertaking of the Company and borrow money by passing fresh resolutions. Accordingly, the approval of the members of the Company is being sought to cancel and revoke such previous resolution(s) passed by the members of the Company to enable it to pass fresh resolution(s) under Sections 180 (1) (a) and 180 (1)(c) of the Companies Act, 2013.

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

The Board re-commends the resolution for approval.

ITEM NO. 2

The Company in the ordinary course of business may be required to mortgage, hypothecate, pledge, encumber and/or create charge on all or any part of movable and/or immovable properties/assets of the Company in favour of banks, financial institutions, corporate bodies, trustees of debenture holders and/or any other lending agencies to secure the loans, debentures and/or the other credit facilities availed/to be availed by the Company and/or by any other company/person(s) on such terms and conditions as the Board may deem fit.

Your Company also proposes to reduce its debt burden availed by it in the ordinary course of its business, from banks, financial institutions and/or other bodies corporate in-order to reduce the finance cost and improve the profitability of the Company. One of the options available to the Company is to sell off certain properties of the Company which are non-operative/non-productive. The sale proceeds of these properties will be utilized to repay the loans and debts and provide funds to strengthen the core business of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, prior consent of the Shareholders by way of Special Resolution is required to enable the Board of Directors to mortgage, hypothecate, pledge, encumber and/or charge including sell lease or otherwise dispose of the properties/ assets of the Company wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company in favour of any person(s).

Accordingly, the approval of the shareholders is being sought to mortgage, hypothecate, pledge, encumber and/or charge including to sell, lease or otherwise dispose of both the movable and immovable assets of the Company upto a limit of Rs.500 Crores (Rupees Five Hundred Crores only) in aggregate.

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

The Board re-commends the resolution for approval.

ITEM NO.3

The Company in the ordinary course of business may be required to borrow, from time to time from any financial institution(s), bank(s), company(ies), mutual fund(s), body corporate(s) or any other entity(ies). As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its free reserve requires approval from the shareholders of the Company by way of Special Resolution.

As the amount of borrowing may exceed the limit prescribed by law, the approval of Shareholders of the Company is being sought to borrow upto a limit of Rs.500 Crores (Rupees Five Hundred Crores only), notwithstanding 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 of the Company and free reserves.

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

The Board re-commends the resolution for approval.

ITEM NO. 4

The Company may be required to enter into various agreement(s)/arrangement(s)/transaction(s) (including material related party transaction(s)) between/relating to/concerning the Company and one or more of the related parties of the Company including sale / purchase of goods/assets(s), taking/giving the premises on lease, availing/providing services, availing /providing security of the asset(s), both movable and immovable and to avail/ provide corporate guarantee for securing the loan(s) availed /to be availed by the Company and/or the related parties of the Company from financial institution(s), bank(s), company(ies) and/or any other entity(ies) provided that the total (principal) amount of such borrowing(s)/transaction(s) shall not exceed Rs.500 Crores (Rupees Five Hundred Crores Only) in the aggregate at any time.

Pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) and other applicable laws all material related party transactions shall require approval of the shareholders (except shareholders who are related party of the Company) through a resolution.

Transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Your company is a listed company and as the amount of any transaction with a related party may exceed the limit prescribed by law, the approval of Shareholders (except shareholders who are related party of the Company) of the Company is being sought to enter into such material related party transactions.

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

The Board re-commends the resolution for approval.

By Order of the Board
For **JAGATJIT INDUSTRIES LIMITED**

Sd/-

K. K. Kohli

Sr. Vice President & Company Secretary

Place : New Delhi

Date : 16th January, 2018

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER :

The voting period begins at 9.00 A.M. on 7th February, 2018 and ends at 5.00 P.M. on 8th March, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 2nd February, 2018 being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Jagatjit Industries Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvi) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. **Please follow the instructions as prompted by the mobile app while voting on your mobile.**

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

- 1 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporate.
- 2 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- 3 After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- 4 The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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. 2nd February, 2018 may follow the same instructions as mentioned above for e voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call **1800225533**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy 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 1800225533.

