



## Notice to the Shareholders

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth Annual General Meeting of the Members of Jai Balaji Industries Limited will be held on Thursday, 14<sup>th</sup> September, 2017 at 11:00 a.m. at Rotary Sadan (Shripati Singhania Hall), 94/2, Chowringhee Road, Kolkata - 700 020 to transact the following businesses:

### ORDINARY BUSINESS

#### **Item No. 1**

To receive, consider and adopt the:-

- (a) Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of the Board of Directors and the Auditors thereon.
- (b) Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Auditors' Report thereon.

#### **Item No. 2**

To appoint a Director in place of Shri Sanjiv Jajodia (DIN - 00036339), who retires by rotation and being eligible, offers himself for re-appointment.

#### **Item No. 3**

To appoint a Director in place of Shri Gourav Jajodia (DIN - 00028560), who retires by rotation and being eligible, offers himself for re-appointment.

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

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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the appointment of M/s. S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), of Suite 606-08, The Chambers, 1865, Rajdanga Main Road, Kolkata-700 107, be and are hereby ratified as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of 19<sup>th</sup> Annual General Meeting to examine and audit the accounts of the Company for the financial year 2017-18 at such remuneration apart from reimbursement of out of pocket expenses and taxes as applicable, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### SPECIAL BUSINESS

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

To consider and, if thought fit, to pass, with or without

modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consolidated remuneration amounting to ₹ 1,20,000 (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any) as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 7<sup>th</sup> August, 2017 payable to Mondal & Associates, Proprietor Mr. Amiya Mondal, being the Cost Auditor of the Company, having office at 45, Akhil Mistry Lane, Kolkata - 700 009 for conducting the audit of the cost records of the Company and providing Cost Audit Report and all such reports, annexures, records, documents etc., for the financial year 2017-18, that may be required to be prepared and submitted by the Cost Auditors under applicable statute, be and is hereby ratified and confirmed."

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

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 recommendation of the Nomination & Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 196, 197, 203, 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 thereof for the time being in force) and also subject to the approval of the necessary statutory authorities, if required, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Aditya Jajodia (holding DIN: 00045114), as Managing Director of the Company for a period of five years with effect from 22<sup>nd</sup> July, 2017 to 21<sup>st</sup> July, 2022 on the terms and conditions of appointment and remuneration as set out in the agreement of the reappointment, as approved by the Board of Directors of the Company and the Nomination & Remuneration Committee and as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors and the Nomination & Remuneration Committee of the Company be and are hereby authorized to alter and vary such terms of reappointment and remuneration from time to time as may be mutually agreed to between the Board of Directors and Shri Aditya Jajodia subject to the limits contained in the Companies Act, 2013.

**RESOLVED FURTHER THAT** in case of losses or inadequate profits or for any other reasons as stated in Schedule V of the Companies Act, 2013, no remuneration shall be paid to



### Notice to the Shareholders (Contd.)

Shri Aditya Jajodia, Managing Director of the Company or if payable, shall be governed by the prevailing statutes in any financial year, during his tenure of office and that at present no remuneration is payable to Shri Aditya Jajodia till such time as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to file necessary forms with the Registrar of Companies and to take further steps to give effect to this resolution and to do all such act, deeds and things as may be necessary and incidental thereto for the said purpose."

Registered Office: 5, Bentinck Street, Kolkata - 700 001

By Order of the Board  
For **Jai Balaji Industries Limited**

Sd/-

Place : Kolkata  
Date : 7<sup>th</sup> August, 2017

**Ajay Kumar Tantia**  
Company Secretary

#### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business under item no. 5 and 6 to be transacted at the Eighteenth Annual General Meeting ("the meeting") is annexed hereto and forms part of the Notice.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 8<sup>th</sup> September, 2017 to Thursday, 14<sup>th</sup> September, 2017 (both days inclusive).
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT PROXY/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 and rules made thereunder a person can act as a proxy on behalf of the member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Also, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other person or member. If a proxy is appointed for more than 50 (fifty) members, he/she shall choose any 50 (fifty) members and confirm the same to the company before the commencement of specified period for inspection. In case, proxy fails to do so, the company shall consider only first 50 (fifty) proxies as valid. The instrument appointing the proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body

corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and in order to be effective, should be deposited at the registered office of the Company, duly completed stamped and signed, not less than 48 (Forty Eight) hours before the commencement of the meeting. A proxy form is annexed to this Report.

Further, proxies submitted on behalf of authorized representative of the companies, societies etc. must be supported by appropriate resolution/authority, as applicable. Members who hold shares in dematerialized form are requested to bring their Photo Identity Card for easy identification of attendance at the meeting.

Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days notice in writing of the intention to inspect is given by the member to the Company.

4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
5. Members/ proxies / authorized representatives should bring the duly filled attendance slip to attend the meeting.
6. The Annual Report of the Company for the Financial Year 2016-17, circulated to the members of the Company, is also uploaded on the Company's website "www.jaibalajigroup.com".
7. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, at their Corporate Office 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700 001 and members holding shares in demat mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from Depository Participant and holding should be verified.

8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order



### Notice to the Shareholders (Contd.)

of names are requested to write to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited, at their Corporate Office 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700 001, enclosing their share certificates to enable the Company to consolidate their holdings into single folio.

9. Pursuant to Section 88 of the Companies Act, 2013 the Register of Members is required to be maintained in form MGT-1. In this respect, members holding shares in physical form are requested to inform/update the following additional details to the RTA, Maheshwari Datamatics Private Limited, at their Corporate Office 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700 001, who have not yet so updated:
  - a. E-mail id (of the first holder)
  - b. PAN
  - c. Unique Identification Number (AADHAR NO.)
  - d. Father's /Mother's/Spouse's Name
  - e. Occupation
  - f. In case the member is a minor, Name of the Guardian and date of birth of the Member
  - g. CIN (In case the member is a body corporate)
10. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
11. Electronic copy or web link of the Annual Report for the financial year 2016-17 and the Notice of the Eighteenth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and route map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form upon request. However, members who have not registered their email address, shall be furnished with physical copies of the aforesaid Notice of Eighteenth Annual General Meeting of the Company in the permitted mode.

Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Annual General Meeting.

Members are also informed that the Notice of the Eighteenth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form shall also be available on the website of the Company viz. [www.jaibalajigroup.com](http://www.jaibalajigroup.com) and on the website of the CDSL for their download.

In keeping view with Ministry of Corporate Affairs "Green Initiatives" measures and applicable provisions of

Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.

12. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays) between 11:00 A.M. to 1:00 P.M. upto the conclusion of this Annual General Meeting.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
14. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 (Seven) days before the meeting so as to enable the Company to make available relevant information at the meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat mode are, therefore requested to submit PAN details to their Depository Participant. Members holding shares in physical mode can also submit their PAN details to the Company's Registrar and Share Transfer agent, Maheshwari Datamatics Private Limited at their Corporate Office 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700 001.
16. Securities and Exchange Board of India (SEBI) has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
17. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. Requisite declarations/ consent have been received from the Directors for his/her appointment/re-appointment.
18. Members wishing to claim dividend, which remains unclaimed are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the fund established by the Central Government, namely the Investor Education and Protection Fund (IEPF). Further, once the unclaimed



### Notice to the Shareholders (Contd.)

dividend is transferred to IEPF, no further claim shall be entertained by the Company in respect thereof. Details of dividend remaining unclaimed by the members for the past years which have not yet been transferred to IEPF are readily available for view by the members on the Company's Website.

Information of such unclaimed/unpaid dividend amount, when due for transfer to the said fund, is given below:

Financial Year Ended	Date of Declaration of Dividend	Unclaimed/ Unpaid Amount (in ₹)	Last Date for Claiming Un-Paid/ Unclaimed Dividend
31.03.2010	22.09.2010	46,976.40	26.10.2017
31.03.2011	21.09.2011	46,231.60	25.10.2018

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including the statutory modification(s) or re-enactment(s) thereof, for the time being in force ("IEPF Rules, 2016"), equity shares of the Company in respect of which dividend amounts have not been claimed/encashed for the last seven consecutive years or more are required to be transferred by the Company to the Demat Account of the Investor Education and Protection Fund Authority ("IEPF").

The Shareholders may note that Unclaimed/Unpaid Dividend for the financial year 2008-09 has already been transferred by the Company to the IEPF within the stipulated time as prescribed under the applicable provisions of the Companies Act, 2013 and the dividend for the year 2009-10 and onwards is lying with the Company.

The Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to the demat account of IEPF as per the aforesaid Rules for taking appropriate action. The list of the concerned shareholders whose shares are liable to be transferred to IEPF and the relevant information regarding them is available on the Company's website i.e., [www.jaibalajigroup.com](http://www.jaibalajigroup.com) under Investor Relations section.

19. Section 72 of Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificate in physical form and willing to avail this facility may make nomination in Form SH-13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which may be sent on request. In case of demat holding, the shareholders should approach their respective Depository Participant for their nomination. Blank forms will be made available on request. The same can also be downloaded from the Company's website [www.jaibalajigroup.com](http://www.jaibalajigroup.com) under the head 'Investor Relations'.

20. a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting as stated in the Notice by electronic means from a place other than venue of the meeting i.e. remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (remote e-voting) will be provided by CDSL.

**The detailed process for exercising the e-voting facility is enclosed and is being sent as a part of the Notice. Members are requested to carefully read the instructions of e-voting before exercising their vote.**

b) The e-voting facility will be made available during the following period:

Commencement of e-voting: From 10:00 a.m. on Monday, 11<sup>th</sup> September, 2017

End of e-voting: Up to 5:00 p.m. on Wednesday, 13<sup>th</sup> September, 2017

**Members holding shares either in physical or dematerialized mode as on the cut-off date viz. , Thursday, 7<sup>th</sup> September, 2017 may exercise their vote electronically.**

c) In case a person becomes a member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e. **Thursday, 7<sup>th</sup> September, 2017**, he/she may write to the Registrar requesting for user id and password.

d) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

e) Facility of voting through Ballot Paper shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

f) Members can opt for only one mode of voting, i.e. either by e-voting or voting at Annual General Meeting. In case members cast their vote through both the mode, e-voting shall prevail and vote cast at Annual General Meeting shall be invalid.

g) The voting rights of the members shall be one vote per paid up equity share, registered in the name of



### Notice to the Shareholders (Contd.)

the shareholders/beneficial owners as on the cut-off date being **Thursday, 7<sup>th</sup> September, 2017**.

- h) A person who is not a member as on cut-off date should treat this notice for the information purpose only.
- i) The Board of Directors has appointed Ms. Priti Todi, Partner of P.S. & Associates, Practising Company Secretaries, (Membership No. ACS: 14611) (Address: 225D, AJC Bose Road, 3<sup>rd</sup> Floor, Kolkata - 700 020), as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
- j) The scrutinizer shall after the conclusion of meeting count the votes cast at the meeting, thereafter unblock the votes cast by remote e-voting in the presence of at least 2 (Two) witnesses not in employment of the Company and within a period not exceeding 3 days from the conclusion of the meeting submit a consolidated scrutinizer's report of total votes cast (e-voting & ballot) in favour or against it to the Chairman of the meeting or any person authorized by the Chairman. The Chairman of the meeting or

any person authorized by the Chairman shall counter-sign the same and shall declare the results of voting forthwith.

- k) The results of e-voting will be communicated to the Stock Exchanges where equity shares of the Company are listed viz. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. Further, the results so declared along with the Scrutinizer's Report shall also be placed on the website of the Company as well as on the website of CDSL immediately after declaration of results by the Chairman or any person authorized by him in writing.

Registered Office:  
5, Bentinck Street,  
Kolkata - 700 001

Place : Kolkata  
Date : 7<sup>th</sup> August, 2017

By Order of the Board  
For **Jai Balaji Industries Limited**

Sd/-  
**Ajay Kumar Tantia**  
Company Secretary

### Annexure to the Notice

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

##### Item No. 5

On the basis of the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 7<sup>th</sup> August, 2017 has approved the re-appointment of the Cost Auditors of the Company, Mondal & Associates, Proprietor Mr. Amiya Mondal, to conduct audit of the cost records of the Company and providing Cost Audit Report and all such reports, annexures, records, documents etc., for the financial year 2017-18, that may be required to be prepared and submitted by the Cost Auditors under applicable statute at a consolidated remuneration of ₹ 1,20,000 (excluding applicable taxes and reimbursement of out-of pocket expenses, if any).

In terms of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be approved by the Board and subsequently to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2017-18.

The Board of Directors, therefore, recommend the Resolution

under item no. 5 to be passed as an Ordinary Resolution by the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

##### Item No. 6

Shri Aditya Jajodia, Chairman & Managing Director of the company has a rich and varied experience in the Steel Industry and has been involved in the operations of the Company since incorporation. He is Commerce Graduate and has expertise in iron & steel industry. He is Director of the Company since incorporation i.e 1999. It would be in the interest of the Company to continue the employment of Shri Aditya Jajodia as Managing Director of the company. Keeping in view the aforesaid fact, Shri Aditya Jajodia (holding DIN: 00045114) has been re-appointed as the Managing Director of the company by the Board of Directors at its meeting held on 30<sup>th</sup> May, 2017 with effect from 22<sup>nd</sup> July, 2017 till 21<sup>st</sup> July, 2022 for a period of five years at proposed remuneration of ₹ 7,50,000 per month on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders at the forthcoming Annual General Meeting. However in view of the losses, Shri Aditya Jajodia has waived off his remuneration.



### Annexure to the Notice (Contd.)

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The statement of particulars as per Part B of Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:

<b>I. GENERAL INFORMATION</b>				
1) Nature of Industry	Iron & Steel Industry			
2) Date or expected date of commencement of commercial production	9 <sup>th</sup> April, 2000			
3) In case of new Company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4) Financial performance based on given indicators	<b>Particulars</b>	<b>Financial Year ended 31<sup>st</sup> March, 2017</b>	<b>Financial Year ended 31<sup>st</sup> March, 2016</b>	<b>Financial Year ended 31<sup>st</sup> March, 2015</b>
	Total Income	158,469.63	122,845.81	151,246.07
	Profit/ (Loss) before tax	(21,819.79)	(66,612.42)	(49,012.30)
	Profit/ (Loss) after tax	<b>(21,819.79)</b>	<b>(66,612.42)</b>	<b>(38,637.27)</b>
5) Foreign investments or collaborators	NIL			
<b>II. INFORMATION ABOUT SHRI ADITYA JAJODIA</b>				
1) Background details	Shri Aditya Jajodia, son of Late Rajendra Prasad Jajodia, is presently Chairman & Managing Director of the company. He is a commerce Graduate and has expertise in Iron & Steel Industry. He is a director of the Company since incorporation i.e from 1999. He is the spearhead of the entire future plans of the Jaibalaji group.			
2) Past Remuneration	NIL			
3) Recognition or awards	Shri Aditya Jajodia is well recognised among industry circle as a highly successful entrepreneur.			
4) Job profile and his suitability	Shri Aditya Jajodia has in-depth knowledge of iron & steel industry as whole. He as the Chairman & Managing Director manages the entire affairs of the Company and its projects including raw material purchase, production, planning, sales, working capital management, finance & general administration.			
5) Remuneration proposed	₹ 7,50,000 per month			
6) Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	Shri Aditya Jajodia, is not drawing any remuneration from the Company.			
7) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel	Shri Aditya Jajodia holds 36,74,576 equity shares of the Company.			
<b>III. OTHER INFORMATION</b>				
1) Reasons of inadequate profits or loss	The loss is mainly attributable to the fall in demand in the steel product, high cost of raw material and cost of production, rising imports from other countries at cheaper rates and other economic factors			
2) Steps taken or to be taken for improvement	Continuous efforts are being taken by the Management to improve the profitability and enhance productivity, cost reduction and sales growth.			
3) Expected increase in productivity and profits in measurable terms	The management expects that with the continuous efforts the productivity and profits will grow at a realistic rate.			



### Annexure to the Notice (Contd.)

#### EXTRACT PURSUANT TO SECTION 190 OF THE COMPANIES ACT, 2013

As required under Section 190 of the Companies Act, 2013, an abstract of the main terms and conditions of the re-appointment of Shri Aditya Jajodia, as the Managing Director of the Company and memorandum of concern or interest of the directors are given below:

#### Terms and Conditions of Re-appointment:

##### a) SALARY:

Rs. 7,50,000/- (Rupees seven lac fifty thousand only) per month. (Annual increment of amount not exceeding Rs.1,50,000/- per month, subject to the approval of the Board.)

##### b) PERQUISITES AND ALLOWANCES:

###### i) Housing

Fully furnished residential accommodation, owned leased or licensed by the Company OR, in lieu a house rent allowance @ 40% of the monthly salary.

###### ii) Education

Education expenses of dependent children not exceeding Rs. 50,000/- per month.

###### iii) Special Allowance

Special Allowance of Rs. 1,00,000/- per month.

###### iv) Medical Benefits

Reimbursement of actual medical expenses incurred in India/abroad and including hospitalization/nursing home and surgical charges for himself and family. The company shall pay necessary premium for maintenance of policies for himself and family for medical benefits.

###### v) Personal accident insurance

For self and family as per rules of the Company.

###### vi) Leave travel concession

For self and family as per rules of the Company.

###### vii) Contribution to Provident Fund, Superannuation Fund and Annuity Fund

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.

###### viii) Gratuity

Payable as per rules of the Company.

###### ix) Leave

Leave with full pay and allowances including encashment thereof as per rules of the Company.

###### x) Expenses for electricity, gas, water and other utilities

Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company.

xi) **Watchman/Gardener/Cleaner/ Servants' Salary**  
Watchman/ Gardener/Cleaner/ Servants' Salary will be borne/ reimbursed by the Company upto a maximum of Rs. 25,000/- per month.

##### xii) Club fees

Reimbursement of membership fees for a maximum of two clubs including admission and life membership fees. Perquisites shall be valued as per the Income Tax, 1961 wherever applicable and in absence of any such Rules, perquisites shall be evaluated at cost.

#### C) AMENITIES:

##### i) Conveyance Facilities

The Company shall provide a car with driver or such other suitable conveyance facilities as may be required by the Managing Director for discharge of his duties.

##### ii) Telephone and other communication facilities

The Company shall provide telephone and other communication facilities to the Managing Director for official purposes.

#### D) OTHER BENEFITS

Such other benefits, amenities and facilities as per the Company's rules.

#### E) REIMBURSEMENT OF EXPENSES

Reimbursement of all entertainment, travelling, hotel and other expenses including foreign travel expenses for self and family incurred by the Managing Director during the course of or in connection with the business of the Company.

#### F) OVERALL REMUNERATION

The aggregate of salary, commission and perquisites in any financial year shall not exceed the limits prescribed from time to time under section 2(78), 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as may be in force from time to time.

The Board of Directors, therefore, recommend the Resolution under item no. 6 to be passed as an Special Resolution by the Members.

Except Shri Aditya Jajodia, his uncles Shri Sanjiv Jajodia and Shri Rajiv Jajodia and his cousin brother Shri Gaurav Jajodia, none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:  
5, Bentinck Street,  
Kolkata - 700 001

Place : Kolkata  
Date : 7<sup>th</sup> August, 2017

By Order of the Board  
For **Jai Balaji Industries Limited**

Sd/-  
**Ajay Kumar Tantia**  
Company Secretary



### Annexure to the Notice (Contd.)

**Annexure to the notice pursuant to Regulation 36(3) of the SEBI  
(Listing Obligation & Disclosure Requirements) Regulations, 2015**

**Brief Profile of the Directors seeking appointment/re-appointment at the Eighteenth Annual General Meeting**

Name of Director	Shri Sanjiv Jajodia	Shri Gourav Jajodia	Shri Aditya Jajodia
DIN	00036339	00028560	00045114
Date of Birth	6 <sup>th</sup> September, 1963	26 <sup>th</sup> September, 1980	7 <sup>th</sup> September, 1970
Date of Appointment as Director	31 <sup>st</sup> May, 2002	20 <sup>th</sup> September, 2013	1 <sup>st</sup> July, 1999
Qualification	B. Com (Hons.)	B. Com (Hons.)	B. Com (Hons.)
Expertise in Specific functional areas	Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, Systems & Procedures.	Wide experience in Steel Industry	Expertise in Iron & Steel Industry, accounts and finance, major decision making
Member of the Committees of the Board of Directors of the Company	Management (Finance) Committee- Member	Stakeholder Relationship Committee- Member	1) Audit Committee- Member 2) Management(Finance) Committee- Chairman 3) Stakeholders Relationship Committee - Member
Directorship held in any other listed entity	NIL	NIL	NIL
Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director	NIL	NIL	NIL
No. of Equity Shares held in the Company	26,49,433	1,19,666	36,74,576
Inter-se Relationships between Director	<b>Shri Sanjiv Jajodia</b> is the brother of Shri Rajiv Jajodia; Shri Aditya Jajodia and Shri Gourav Jajodia are his brother's Son.	<b>Shri Gourav Jajodia is the</b> Cousin Brother of Shri Aditya Jajodia and the Nephew of Shri Sanjiv Jajodia and Shri Rajiv Jajodia	<b>Shri Aditya Jajodia is a</b> nephew of Shri Rajiv Jajodia and Shri Sanjiv Jajodia and a Cousin Brother of Shri Gourav Jajodia.

#### Process and manner of e-voting

##### A. In case of Members receiving Notice of the Annual General Meeting by email and who wish to vote using the e-voting facility:

- i) Email contains your user ID and PAN/ Sequence No. for e-voting.
- ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Now click on "Shareholders" tab to cast your votes.
- iv) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
For Members holding shares in Physical Form: Members 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.





### Annexure to the Notice (Contd.)

vii) 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 when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details 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 for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>If 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 (v).</li> </ul>

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in Physical form will then reach directly to the Company selection screen.

x) 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.

Shareholders holding shares in demat form and have logged in for an earlier instance of e-voting and voted on www.evotingindia.com should use their existing login and password. Such shareholders who have already logged in earlier would be required to enter only the password after entering the user ID and characters displayed.

xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for <Jai Balaji Industries Limited> to vote.

xiii) 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.

xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv) 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.

xvi) Repeat the voting process for all the resolutions on which you intend to vote.

xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xx) 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.

### Annexure to the Notice (Contd.)

xxi) Note for Non-Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**B. In case of Members receiving Notice of the Annual General Meeting by post and who wish to vote using the e-voting facility:**

Please follow all steps from Sr. No. (ii) to Sr. No. (xix) above, to cast your vote.

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 can contact at CDSL helpdesk: 18002005533

