



Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Members of Jai Balaji Industries Limited will be held on Thursday, 20th September, 2018 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 31st March, 2018 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 31st March, 2018 and the Auditors' Report thereon.

Item No. 2

To appoint a Director in place of Shri Rajiv Jajodia (DIN – 00045192), 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.

SPECIAL BUSINESS

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 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 13th August, 2018 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 2018-19, 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. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Swati Bajaj (DIN – 01180085), who has been appointed by the Board as an Additional Director of the Company with effect from 13th August, 2018 based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a period of 5 (Five) years with effect from 13th August, 2018.”

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 and 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 appointment of Shri Sanjiv Jajodia (holding DIN: 00036339), as Whole-time Director of the Company for a period of 5 (Five) years with effect from 30th June, 2018 to 29th June, 2023 upon the terms and conditions of appointment and remuneration as set out in the agreement of the appointment, as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed hereto.



Notice to the Shareholders (Contd.)

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

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."

Item No. 7

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 and 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 Amit Kumar Majumdar (holding DIN: 00194123), as Executive Director of the Company for a period of two years with effect from 14th August, 2018 to 13th August, 2020 upon the terms and conditions of re-appointment and remuneration as set out in the agreement of the re-appointment, as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee of the Company be and are hereby authorized to alter and vary such terms of re-appointment and remuneration from time to time as may be mutually agreed to between the Board of Directors and Shri Amit Kumar Majumdar subject to the limits contained in the Companies Act, 2013.

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."

Item No. 8

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

modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Shri Shailendra Kumar Tamotia (DIN: 01419527), who is more than 75 years of age, as an Independent Director of the Company for a period of 5 (Five) years with effect from 1st April, 2019, or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

Item No. 9

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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Shri Ashim Kumar Mukherjee who was appointed as Independent Director of the Company for a term of 5 (Five) years with effect from 2nd December, 2015 at the 17th Annual General Meeting of the Company held on 20th September, 2016 and who has attained the age of 75 years, for the remaining period of his existing term of Directorship as Independent Director of the Company."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

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

Place : Kolkata
Date : 13th August, 2018

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

Sd/-
Ajay Kumar Tantia
Company Secretary



Notice to the Shareholders (Contd.)

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. 4 to 9 to be transacted at the Nineteenth 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, 14th September, 2018 to Thursday, 20th September, 2018 (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 2017-18, 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, 5th 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 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, 5th Floor, Kolkata - 700001, 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 Company's Registrar and Share



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Transfer Agent, Maheshwari Datamatics Private Limited, at their Corporate Office 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, 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 2017-18 and the Notice of the Nineteenth 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 Nineteenth 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 Nineteenth 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 and on the website of the Central Depository Services (India) Limited (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 thereunder, 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 are also requested to submit their PAN and bank account details to the Company's Registrar and Share Transfer agent, Maheshwari Datamatics Private Limited, at their Corporate Office 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001.
16. Securities and Exchange Board of India (SEBI) has 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. Also, as per SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 for amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in the demat form with a depository, except in case of transmission or transposition of securities. The same will be effective from December 05, 2018.
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



Notice to the Shareholders (Contd.)

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 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 year which have not yet been transferred to IEPF are readily available for view by the members on the Company's Website.

The Shareholders may note that Unclaimed/Unpaid Dividend till the financial year 2009-10 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 2010-11 is lying with the Company.

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
31.03.2011	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 ("IEPFA"). Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid

rules. Details of shares transferred/ to be transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at www.jaibalajigroup.com

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 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, 17th September, 2018.

End of e-voting: Up to 5:00 p.m. on Wednesday, 19th September, 2018

Members holding shares either in physical or dematerialized mode as on the cut-off date viz., Thursday, 13th September, 2018 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, 13th September, 2018**, he/she may write to the Registrar requesting



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- 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 the shareholders/beneficial owners as on the cut-off date being **Thursday, 13th September, 2018**.
 - 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, 3rd 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 (Three) 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.
 - l) M/s. S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 16th Annual General Meeting of the Company held on 21st September, 2015 till the conclusion of the 21st Annual General Meeting of the Company, subject to ratification by members every year as prescribed under the then prevailing provisions of the Companies Act 2013.

However, the ratification of such appointment is not proposed henceforth in terms of the Companies (Amendment) Act, 2017 whereunder the first proviso to Section 139(1), relating to ratification of statutory auditors has been omitted with effect from 7th of May, 2018.

Registered Office:
5, Bentinck Street,
Kolkata - 700 001
Place : Kolkata
Date : 13th August, 2018

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. 4

On the basis of the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 13th August, 2018 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 2018-19, that may be required to be prepared

and submitted by the Cost Auditors under applicable statute at a consolidated remuneration of Rs.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.



Annexure to the Notice (Contd.)

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2018-19.

The Board of Directors, therefore, recommend the Resolution under item no. 4 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. 5

Graduate with Honours in Accountancy, Ms. Swati Bajaj, aged about 43 years, is a Company Secretary in Practice and possesses experience of over 15 years in handling Company Law, SEBI Laws and FEMA matters. Ms. Bajaj is enrolled as an Insolvency Professional with the Insolvency and Bankruptcy Board of India. She is an Assistant Editor for 'Guide to Company Law Procedures, Rules, Compliance and Governance under Companies Act, 2013, by M.C. Bhandari, 23rd Edition' and also a faculty with Institute of Company Secretaries of India. She is also an Ex-Committee Member of Institute of Company Secretaries of India.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Swati Bajaj (DIN - 01180085), as an Additional Director (Category -Non Executive Independent Director) of the Company with effect from 13th August, 2018, in terms of Sections 149 and 161(1) of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting and further recommended her appointment based on the recommendation of the Nomination and Remuneration Committee, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 years from the date of her appointment, in terms of the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (as amended from time to time) read with Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof for the time being in force. The Board is highly optimistic that her association will render benefits to the Company.

Also, a notice in writing under Section 160 of the Companies Act, 2013, has been received from a member proposing the candidature of Ms. Swati Bajaj for the office of an Independent Director of the Company.

The Company has received consent in writing from Ms. Swati Bajaj to act as a Director of the Company along with the

requisite disclosures and a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Swati Bajaj fulfils the conditions specified under the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company.

The Board of Directors, therefore, recommend the Resolution under item no. 5 to be passed as an Ordinary Resolution by the Members.

Ms. Swati Bajaj and her relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to her own appointment. 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.

Item No. 6

The Board of Directors of the Company ("the Board") at its meeting held on 30th June, 2018 has approved the appointment of Shri Sanjiv Jajodia (holding DIN: 00036339) as Whole-time Director of the Company in accordance with 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 other applicable provisions, if any, and subject to approval of the members and such other authorities as may be required, for a period of 5 (Five) years commencing from 30th day of June, 2018 at a proposed remuneration of ₹6,00,000 per month on the basis of recommendation of Nomination and Remuneration Committee. However, in view of the losses, Shri Sanjiv Jajodia has waived off his remuneration.

BRIEF PROFILE

Shri Sanjiv Jajodia is presently on the Board of the flagship company of our group, Jai Balaji Industries Limited as a Whole-time Director. He is a Commerce Graduate and has more than two decades experience in Steel Industry. He has expertise in Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, System & Procedures, Audit, internal and Statutory Audit and Control. Shri Sanjiv Jajodia, son of Late Keshar Deo Jajodia joined Jai Balaji Industries Limited in 2002. He has been instrumental in shaping the corporate profile of the Company and in establishing the Company as a major Corporate House in the steel sector.



Annexure to the Notice (Contd.)

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:

I. GENERAL INFORMATION				
1) Nature of Industry	Iron & Steel Industry			
2) Date or expected date of commencement of commercial production	9 th 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	Particulars	Financial Year ended 31st March, 2018	Financial Year ended 31st March, 2017	Financial Year ended 31st March, 2016
	Total Income	244,298.38	171,130.22	122,845.81
	Profit/ (Loss) before tax	(25,666.06)	(23,608.61)	(66,612.42)
	Profit/ (Loss) after tax	(25,666.06)	(23,608.61)	(66,612.42)
	Note: The figures for the year ended March 31, 2018 and March 31, 2017 presented here are Ind AS compliant			
5) Foreign investments or collaborators	NIL			
II. INFORMATION ABOUT SHRI SANJIV JAJODIA				
1) Background details	Shri Sanjiv Jajodia, son of Late Keshar Deo Jajodia, is presently the Whole-time Director and Chief Financial Officer of the company. He is a commerce graduate and has more than two decades of experience in steel industry. He joined Jai Balaji Industries Limited in 2002. He has been instrumental in shaping the corporate profile of the Company and in establishing the Company as a major Corporate House in the steel sector.			
2) Past Remuneration	NIL			
3) Recognition or awards	Shri Sanjiv Jajodia is well known among industry circle as a highly successful entrepreneur.			
4) Job profile and his suitability	Shri Sanjiv Jajodia has expertise in Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, System & Procedures, Audit, Internal and Statutory Audit and Control. He has been instrumental in shaping the corporate profile of the Company and in establishing the Company as a major Corporate House in the steel sector.			
5) Remuneration proposed	₹600,000 per month (However, in view of the losses, Shri Sanjiv Jajodia has waived off his remuneration.)			
6) Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	Shri Sanjiv 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 Sanjiv Jajodia holds 27,79,433 equity shares of the Company.			
III. OTHER INFORMATION				
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.)

An abstract of the main terms and conditions of the re-appointment of Shri Sanjiv Jajodia, as the Whole-time Director of the Company and memorandum of concern or interest of the directors are given below:

Terms and Conditions of Re-appointment:

a) SALARY:

₹6,00,000/- (Rupees Six lac only) per month. (Annual increment of amount not exceeding ₹1,20,000/- 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 ₹50,000/- per month.

iii) Special Allowance

Special Allowance of ₹1,25,000/- 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 Whole-time Director for discharge of his duties.

ii) Telephone and other communication facilities

The Company shall provide telephone and other communication facilities to the Whole-time 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 Whole-time 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 a Special Resolution by the Members.

Except Shri Sanjiv Jajodia and his brother Shri Rajiv 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.

Item No. 7

The Board of Directors of the Company ("the Board") at its meeting held on 13th August, 2018 has approved the re-appointment of Shri Amit Kumar Majumdar (holding DIN: 00194123) as Executive Director of the Company in accordance with 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 other applicable provisions, if any, and subject to approval of the members and such other



Annexure to the Notice (Contd.)

authorities as may be required, for a further period of 2 (two) years with effect from 14th August, 2018 at a proposed remuneration of Rs.75,000 per month on the basis of recommendation of Nomination and Remuneration Committee. However, in view of the losses, Shri Amit Kumar Majumdar has waived off his remuneration

BRIEF PROFILE

Shri Amit Kumar Majumdar, aged about 80 years, is a B.Sc (Allahabad University) and B.Sc (Metallurgical Engineering) from Banaras Hindu University which has honoured him with its distinguished Alumnus Award and First NP Gandhi Memorial Professorship in Metallurgical Engineering in application of his contribution to the industry over the years. He is a well known and reputed metallurgist and steel industry professional of the industry over the years. He has extensive professional experience spanning over five decades in the operations and management of iron and steel plants. He has held key positions in Steel Authority of India Limited, where he worked for 30 years across three plants and its corporate headquarters in Delhi where as head of the Chairman's Secretariat, he was responsible for Corporate Planning and Total Quality and advising the Chairman in matter relating to Technical and Production in the plants. As Chief Executive he is credited with turning around SAIL's ailing speciality steel plant, Visvesvaraya Iron & Steel Co. Ltd., in Bhadravati, Karnataka. He has been the architect of setting up the Aparant Iron and Steel Plant in Goa for the reputed industrial house

of Dempo Group, of which he was the Managing Director till 2002. Widely regarded for his foresight and knowledge, he is an acknowledged expert in matters related to the iron and steel industry, a fact borne out by the fact that, in 1992, he was chosen by the Government of Karnataka to be its Chief Technical Expert for advising the government for selecting the futuristic "COREX" technology. Also, he was the only Indian to be nominated as the "Lifetime Achievement Award Finalist" at the 2016 PLATTS - GLOBAL METALS AWARDS in London, England.

The Board of your Company believe that his expertise and knowledge will help the company in long run and will add value to the organisation. The Board based on the recommendation of the Nomination and Remuneration Committee proposes to re-appoint Shri Amit Kumar Majumdar, who is more than seventy years of age, as an Executive director of the Company as per Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and subject to the approval of such authorities as may be required, on such terms and conditions as set out in the Agreement dated 13th August, 2018 entered into between the Company and Shri Amit Kumar Majumdar for a period of 2 (two) years from 14th August, 2018 for obtaining such services as may be beneficial for the working of the Company, including any advisory services.

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:

I. GENERAL INFORMATION				
1) Nature of Industry	Iron & Steel Industry			
2) Date or expected date of commencement of commercial production	9 th 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	Particulars	Financial Year ended 31st March, 2018 (₹ in lacs)	Financial Year ended 31st March, 2017 (₹ in lacs)	Financial Year ended 31st March, 2016 (₹ in lacs)
	Total Income	244,298.38	171,130.22	122,845.81
	Profit/ (Loss) before tax	(25,666.06)	(23,608.61)	(66,612.42)
	Profit/ (Loss) after tax	(25,666.06)	(23,608.61)	(66,612.42)
Note: The figures for the year ended March 31, 2018 and March 31, 2017 presented here are Ind AS compliant				
5) Foreign investments or collaborators	NIL			



Annexure to the Notice (Contd.)

II. INFORMATION ABOUT SHRI AMIT KUMAR MAJUMDAR		
1) Background details	Shri Amit Kumar Majumdar is a B.Sc (Allahabad University) and B.Sc (Metallurgical Engineering) from Banaras Hindu University. He is well known and reputed metallurgist and steel industry professional of the industry over the years. He has an extensive professional experience spanning nearly five decades in the operations and management of iron and steel plants.	
2) Past Remuneration	Period	Remuneration paid (Amount in ₹)
	14 th August 2015 to 31 st March, 2016	5,68,548
	1 st April 2016 to 31 st March, 2017	6,75,000
	1 st April 2017 to 31 st March, 2018	NIL
	1 st April 2018 to 13 th August, 2018	NIL
	TOTAL	12,43,548
3) Recognition or awards	He had received numerous national level awards for professional & business excellence:	
	<ul style="list-style-type: none"> ● Received "National Unity Award" and "Bharat Udyog Award" in 1993. ● Received the First NP Gandhi Memorial Professorship in Metallurgical Engineering in Banaras Hindus University in 2011. ● Received "Distinguished Alumnus Award" from Banaras Hindu University in 2012. ● He has held key positions in Steel Authority of India Limited, where he worked for 30 years across three plants and its Corporate Office. ● As Chief Executive he is credited with turning around SAIL's ailing speciality steel plant, Visvesvaraya Iron & Steel Co. Ltd., in Bhadravati, Karnataka. ● He has been the architect of setting up the Aparant Iron and Steel Plant in Goa for the reputed industrial house of Dempo Group, of which he was the Managing Director till 2002. ● He was chosen by the Government of Karnataka to be its Chief Technical Expert for advising the government for selecting the futuristic "COREX" technology. ● He was the only Indian to be nominated as the "Lifetime Achievement Award Finalist" at the 2016 PLATTS - GLOBAL METALS AWARDS in London, England. 	
4) Job profile and his suitability	Shri Amit Kumar Majumdar has an extensive professional experience spanning over five decades in the operations and management of iron and steel plants. Taking this into consideration, the Board has entrusted him with the responsibility of managing all the factories of the Organisation and all the acts & compliances relating thereto; exercising and performing all such powers & duties as the Board may determine from time to time, except matters related to finance.	
5) Remuneration Proposed	₹75,000 per month (However, in view of the losses, Shri Amit Kumar Majumdar has waived off his remuneration.)	
6) Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	At Present, Shri Amit Kumar Majumdar is not drawing any remuneration.	
7) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel	Besides the remuneration, Shri Amit Kumar Majumdar does not have any Pecuniary relationship directly or indirectly with the Company or with the Managerial Personnel	



Annexure to the Notice (Contd.)

III. OTHER INFORMATION

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.

Terms and Conditions of Re-appointment:

A. Salary: ₹75,000 per month

B. Other terms and conditions:

- a) The Executive Director shall throughout the said term, devote his sufficient time, attention and abilities to the business of the Company and shall obey the orders, from time to time, of the Board and in all respects confirm to and comply with the directions and regulations made by the Board, and shall faithfully serve the Company and use his utmost endeavours to promote the interests of the Company.
- b) The Executive Director shall not, during the continuance of his employment with the Company, divulge or disclose to any person, firm, company or body corporate whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or its subsidiary or associate companies or customer or client as to any trade secrets or secret processes of the company.
- c) Any property of the Company or relating to the business of the Company, including memorandum, notes, records, reports, plates, sketches, plans or other documents which may be in possession of or under the control of the Executive Director or the Executive Director has, at any time access to, shall, at the time of termination of his employment be delivered by the Executive Director to the Company and the Executive Director shall not be entitled to the copyright in any such document which he hereby acknowledges to be vested in the Company or its assign and binds himself not to retain copies of any of them.

The Board of Directors, therefore, recommend the Resolution under item no. 7 to be passed as a Special Resolution by the Members.

Except Shri Amit Kumar Majumdar, 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.

Item No. 8

The Members at the 15th Annual General Meeting held on 27th September, 2014 approved the appointment of Shri Shailendra Kumar Tamotia as an Independent Director of the Company from the date of 15th Annual General Meeting till 31st March, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 13th August, 2018, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Shri Shailendra Kumar Tamotia as an Independent Director of the Company for a period of 5 (Five) years with effect from 1st April, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Shri Shailendra Kumar Tamotia would benefit the Company, given his knowledge, experience and performance, and contribution to Board processes by him. Declaration has been received from Shri Shailendra Kumar Tamotia that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Shri Shailendra Kumar Tamotia fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Shri Shailendra Kumar Tamotia, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of



Annexure to the Notice (Contd.)

India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Shri Shailendra Kumar Tamotia shall have attained the age of seventy nine years on 1st April, 2019. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Shri Shailendra Kumar Tamotia as an Independent Director beyond the age of seventy five years.

An Engineer by Profession, Shri Shailendra Kumar Tamotia, aged about 79 years, is associated with the company as an Independent Director. He has wide and varied experience in ferrous & non-ferrous metals sector spanning over 50 years with an impressive track record in management and implementation. He has worked with several Government / Public Sector Companies like Bhilai Steel Plant, Hindustan Steel Works Construction Limited & Kudremukh Iron Ore Company Limited. He has made professional contribution in the Aluminium Industry being Director (Production) CMD of National Aluminium Co. (NALCO) which improved the productivity and upgraded the technologies. He, as a President & CEO of Indian Aluminium Company Limited (INDAL), led the Company to achieve growth in profits and doubling sales and exports. Presently working as Vice Chairman of Bhavan's Centre for communication and Management & Vice Chairman of Bhartiya Vidya Bhavan, Bhubaneswar Kendra. Over the years, he has received numerous national level awards for professional & business excellence including National Metallurgist Merit Award, Life Time Achievement Award presented by Various Authorities & Indo-Nepal Gold Star Award Economic growth Society of India.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Shri Shailendra Kumar Tamotia has been received by the Company, and consent has been filed by Shri Shailendra Kumar Tamotia pursuant to Section 152 of the Act.

Shri Shailendra Kumar Tamotia and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board of directors recommends the resolution mentioned in Item no. 8 to be passed as Special Resolution.

Item No. 9

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 1st April, 2019, no

listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Ashim Kumar Mukherjee, who was appointed as an Independent Director of the Company at the 17th Annual General Meeting of the Company held on 20th September, 2016 for a term of 5 years with effect from 2nd December, 2015, is more than 75 years of age and accordingly their continuation as Non-Executive Independent Directors with effect from 1st April, 2019 shall require approval of shareholders by way of special resolution.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors of the Company ('the Board') at the meeting held on 13th August, 2018, on the recommendation of the Nomination and Remuneration Committee, discussed the matter and recommended for the approval of the Members the continuation of Directorship of Shri Ashim Kumar Mukherjee for the remaining period of his term.

Shri Ashim Kumar Mukherjee, aged about 77 years, is a B.E (Mining) from Calcutta University and also the holder of First Class Mine Manager's Certificate of Competency to manage a Metalliferous Mine (Restricted). He possesses a rich experience of over 53 years in various capacities and areas in Mining of Ferrous Minerals. He is a member of Mining Engineering Association of India and Society of Geo-Science and Allied Technology, Bhubaneswar.

Shri Ashim Kumar Mukherjee and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board of directors recommends the resolution mentioned in Item no. 9 to be passed as Special Resolution.

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

Place : Kolkata
Date : 13th August, 2018

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 Nineteenth Annual General Meeting

Name of Director	Shri Rajiv Jajodia	Shri Gourav Jajodia
DIN	00045192	00028560
Date of Birth	03.04.1965	26.09.1980
Date of Appointment as Director	01.07.1999	20.09.2013
Qualification	B.Com (Hons.)	B.Com (Hons.)
Expertise in Specific functional areas	Wide experience in Steel Industry.	Wide experience in Steel Industry
Member of the Committees of the Board of Directors of the Company	Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee- Member	Stakeholder Relationship Committee - Member
Directorship held in any other listed entity	NIL	NIL
Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director	NIL	NIL
No. of Equity Shares held in the Company	15,68,333	1,19,666
Inter-se Relationships between Director	Shri Rajiv Jajodia is the brother of Shri Sanjiv Jajodia. Shri Aditya Jajodia and Shri Gourav Jajodia are their brother's son.	Shri Gourav Jajodia is the Cousin Brother of Shri Aditya Jajodia and the Nephew of Shri Sanjiv Jajodia and Shri Rajiv Jajodia

Name of Director	Shri Amit Kumar Majumdar	Shri Sanjiv Jajodia
DIN	00194123	00036339
Date of Birth	16.08.1938	06.09.1963
Date of Appointment as Director	27.09.2014	31.05.2002
Qualification	B.Sc, B.Sc (Metallurgical Engineering), Advanced Management Program from IIM, Advanced Management Program from Leeds University, U.K.	B. Com (Hons.)
Expertise in Specific functional areas	Wide experience in Steel Industry, Operations and Management of large steel plants.	Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, Systems & Procedures.
Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee - Member	Management (Finance) Committee - Member
Directorship held in any other listed entity	Gujarat NRE Coke Limited JCK Infrastructure Development Ltd.	NIL
Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director	Gujarat NRE Coke Limited Audit Committee: Member Nomination and Remuneration Committee - Member JCK Infrastructure Development Ltd. Stakeholder Relationship Committee - Chairman	NIL
No. of Equity Shares held in the Company	NIL	27,79,433
Inter-se Relationships between Director	None	Shri Sanjiv Jajodia is the brother of Shri Rajiv Jajodia; Shri Aditya Jajodia and Shri Gourav Jajodia are his brother's Son.



Annexure to the Notice (Contd.)

Name of Director	Shri Shailendra Kumar Tamotia	Ms. Swati Bajaj	Shri Ashim Kr Mukherjee
DIN	01419527	01180085	00047844
Date of Birth	25.09.1939	14.12.1975	01.01.1942
Date of Appointment as Director	15.05.2013	13.08.2018	02.12.2015
Qualification	B.E. (Hons.), Civil Engineering M.E. (Soil Mech. & Foundation Engg.) & D. Engg. (Hons.)	B. Com (Hons.), ACS from Institute of Company Secretaries of India, Diploma in Business Finance from Institute of Chartered Financial Analysts of India and enrolled as an Insolvency Professional with the Insolvency and Bankruptcy Board of India	B.E (Mining) and First Class Mine Manager's Certificate of competency to manage a Metalliferous Mine (Restricted).
Expertise in Specific functional areas	Over 50 years of experience in ferrous & non-ferrous metals industry	Wide experience in all Company Law related matters, NCLT representations, SEBI Laws, Foreign Company and incorporation of subsidiary in India, FEMA and Insolvency and Bankruptcy Code, 2016	He has over 53 years of experience in various capacities and areas in Mining of Ferrous Minerals. He is a member of Mining Engineering Association of India and Society of Geo-Science and Allied Technology, Bhubaneswar.
Member of the Committees of the Board of Directors of the Company	Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholder Relationship Committee - Chairperson	NIL	Audit Committee- Chairperson Nomination and Remuneration Committee- Chairperson
Directorship held in any other listed entity	NIL	NIL	Orissa Sponge Iron and Steel Limited
Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director	NIL	NIL	Orissa Sponge Iron and Steel Limited Audit Committee - Member Nomination and Remuneration Committee - Member
No. of Equity Shares held in the Company	NIL	NIL	NIL
Inter-se Relation-ships between Director	None	None	None

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
- 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 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"> 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. 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 for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).

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
- 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com. Or can contact at CDSL helpdesk: 18002005533.

