



Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT the Twenty Third Annual General Meeting of the Members of Jai Balaji Industries Limited will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Tuesday, 27th September, 2022 at 12:30 p.m. 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, 2022 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, 2022 together with the Report of the Auditors thereon.

ItemNo.2

To appoint a Director in place of Shri Bimal Kumar Choudhary (DIN - 08879262), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3

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 Rs. 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, 2022 payable to M/s 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 2022-23, 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. 4

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 and other applicable provisions of the Companies Act, 2013

and rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 5(five) years with effect from 22nd July, 2022 to 21st July, 2027, not liable to retire by rotation on upon the terms and conditions of appointment 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, remuneration shall be paid to Shri Aditya Jajodia, Managing Director of the Company, not exceeding the ceiling for the time being laid down in Schedule V of the Act and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

"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. 5:

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

"RESOLVED THAT further to the resolution passed by the Members at the 18th Annual General Meeting of the Company according their consent to the re-appointment of Shri Aditya Jajodia (DIN: 00045114) as the Managing Director of the Company for a period of 5 years commencing from 22nd July, 2017 at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary in this regard, and based on



Notice to the Shareholders (Contd.)

the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the remuneration paid to Shri. Aditya Jajodia (DIN: 00045114), Managing Director of the Company, on the terms and conditions as set out in the Explanatory Statement for the period from 1st April, 2022 to 21st July, 2022 be and is hereby approved.

“RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration.

“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. 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 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 Sanjiv Jajodia (holding DIN: 00036339), as Whole-time Director of the Company for a period of 3 (three) years with effect from 30th June, 2023 to 29th June, 2026, liable to retire by rotation on upon the terms and conditions of appointment 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 Sanjiv 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, remuneration shall be paid to Shri Sanjiv Jajodia, Wholetime Director of the Company, not exceeding the ceiling for the time being laid down in Schedule V of the Act and as may be decided by the Board of Directors

of the Company and subject to such sanctions and approvals as may be necessary.

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 further to the resolution passed by the Members at the 19th Annual General Meeting of the Company according their consent to the re-appointment of Shri Sanjiv Jajodia (DIN: 00036339) as the Whole-time Director of the Company for a period of 5 years commencing from 30th June, 2018 at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary in this regard, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Shri. Sanjiv Jajodia (DIN: 00036339), Whole-time Director of the Company, on the terms and conditions as set out in the Explanatory Statement for the period from 1st April, 2022 to remaining tenure of his current appointment.

“RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration.

“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 pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-



Notice to the Shareholders (Contd.)

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 Rajiv Jajodia (holding DIN: 00045192), as Whole-time Director of the Company for a period of 3(three) years with effect from 1st September, 2022 to 31st August, 2025, liable to retire by rotation on upon the terms and conditions of appointment 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 Rajiv 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, remuneration shall be paid to Shri Rajiv Jajodia, Wholetime Director of the Company, not exceeding the ceiling for the time being laid down in Schedule V of the Act and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

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. 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 recommendation of the Nomination & Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment 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 Gaurav Jajodia (holding DIN: 00028560), as Whole-time Director of the Company for a period of 3(three) years with effect from 1st September, 2022 to 31st August, 2025, liable to retire by rotation on upon the terms and conditions of appointment 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 Gaurav 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, remuneration shall be paid to Shri Gaurav Jajodia, Wholetime Director of the Company, not exceeding the ceiling for the time being laid down in Schedule V of the Act and as may be decided by the Board of Directors of the Company and subject to such sanctions and approvals as may be necessary.

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

Place : Kolkata
Date : 13th August, 2022

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 item of Special Business under items no. 3 to 9 of the Notice to be transacted at the Twenty Third Annual General Meeting ('the meeting') is annexed hereto and forms part of the Notice. The relevant details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the Director seeking re-appointment / appointment at this AGM are also annexed to this Notice.
2. In view of the continuing Covid-19 pandemic requiring social distancing norm to be followed, and pursuant to General Circular issued by the Ministry of Corporate Affairs ("MCA") vide 02/2022 dated May 05, 2022 read with General Circulars Nos. 14/2020, 17/2020, 20/2020, 2/2021, 10/2021, 20/2021 and 21/2021 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, June 23, 2021, December 08, 2021 and December 14, 2021 respectively (collectively referred to as "MCA Circulars") and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), have allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.
In accordance with these aforementioned Circulars, provisions of the Act and the SEBI Circulars the 23rd AGM of the Company is being conducted through VC/OAVM facility on 27th September, 2022.
The deemed venue for the 23rd AGM shall be the Registered Office of the Company i.e 5, Bentinck Street, Kolkata- 700001.
3. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Institutional/ Corporate Members are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail to the Scrutinizer and the Company by e-mail at jaibalaji@jaibalajigroup.com with a copy marked to on or before 26th September, 2022 till 5.00 P.M. without which the vote shall not be treated as valid.

4. Attendance of the Members participating in the 23rd AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
6. 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 Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022 (both days inclusive).
7. Members may join the Twenty Third AGM in VC/OAVM mode from 12:00 noon i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM 15 minutes after the scheduled time to start the AGM by following the procedure enclosed with the Notice.
8. Members may note that the VC/OAVM provided by CDSL, allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 23rd AGM without any restriction on account of first-come-first-served principle.
9. Members holding shares in physical mode are requested to intimate any change in their address by writing to the Registrar and Share Transfer Agent (RTA), Maheshwari Datamatics Private Limited (MDPL) at their Corporate Office 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id:mdpldc@yahoo.com 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.
10. 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.



Notice to the Shareholders (Contd.)

Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. 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, MDPL, at their Corporate Office 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdpldc@yahoo.com enclosing their share certificates to enable the Company to consolidate their holdings into single folio.
12. 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, Address : 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdpldc@yahoo.com, 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)
13. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
14. i) Pursuant to the aforesaid MCA Circulars and SEBI Circulars in view of the prevailing situation, the Notice of the 23rd AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Therefore, Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the soft copy of Notice of the 23rd AGM of the Company and all other communications sent by the Company, from time to time, can get their email address registered.
 - ii) Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the related MCA and SEBI Circulars, the Notice calling the AGM will be uploaded at the Company's website, at www.jaibalajigroup.com. The same can also be accessed from the websites of the Stock Exchanges i.e BSE Limited at www.bseindia.com. and National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL i.e www.evotingindia.com.
15. Copies of the Annual Report for the financial year 2021-22 and Notice of AGM is being sent only by e-mail to the Members and to all other persons so entitled and who have registered their email addresses with the Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA) or the Company for this purpose.
16. The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's Registrar & Share Transfer Agent, Maheshwari Datamatics Private Limited, E-mail: mdpldc@yahoo.com in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.
17. Any person who has acquired shares and become a member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e 20th September, 2022 may obtain electronic copy of the Notice of the 23rd AGM by sending a request to the Company or Company's RTA i.e Maheshwari Datamatics Private Limited.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's Registrars and Transfer Agents, MDPL, in case the shares are held by them in physical.
19. All the documents referred to in the accompanying Notice will be made available for electronic inspection without any fee by the Members of the Company from the date of circulation of this Notice upto the conclusion of this Annual General Meeting. Members seeking to inspect such documents can send an email to jaibalaji@jaibalajigroup.com.
20. 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 will also be made available for electronic inspection during the Annual General Meeting. Members seeking to inspect such documents can send an e-mail to jaibalaji@jaibalajigroup.com
21. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company atleast 7(Seven) days before the meeting through Email on jaibalaji@jaibalajigroup.com. The same will be replied by/on behalf of the Company suitably.



Notice to the Shareholders (Contd.)

19. 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, Address: 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdpldc@yahoo.com.

20. 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 number 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.

21. 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, has been 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 remained unclaimed by the members for the past year which have been transferred to IEPF are readily available for view by the members on the Company's Website.

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 due to be so transferred, have been transferred by the Company to the Demat Account of IEPFA. 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 the Demat Account

of IEPFA have been uploaded by the Company on its website at www.jaibalajigroup.com.

22. 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 under the head 'Investor Relations'.
23. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.

24. a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the businesses proposed to be transacted at the 23rd AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. The instructions for e-voting are enclosed with the notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

Members are requested to carefully read the instructions of e-voting before exercising their vote.

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

Commencement of remote e-voting: **From 10:00 a.m. on Saturday, 24th September, 2022.**

End of remote e-voting: **Up to 5:00 p.m. on Monday, 26th September, 2022.**

During this period, members holding share either in physical or dematerialized mode as on the cut-off date viz., Tuesday, 20th September, 2022 may exercise their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member



Notice to the Shareholders (Contd.)

- as on the cut-off date should accordingly treat this notice for information purposes only.**
- c) Any person, who acquires shares of the Company and becomes Member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e **Tuesday, 20th September, 2022**, he/she may write to the Registrar requesting for user id and password or email at mdpldc@yahoo.com. However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- d) The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- e) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date being 20th September, 2022.
- f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
- g) The Board of Directors has appointed M/s. MKB & Associates, Company Secretaries in practice, Kolkata (FRN: P2010WB042700) as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
- h) The Scrutinizer shall after the conclusion of e-Voting at the 23rd AGM, first download the votes cast at the
- AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 23rd AGM, who shall then countersign and declare the result of the voting forthwith.
- i) The results of e-voting will be communicated to the Stock Exchange where equity shares of the Company are listed viz. the BSE Limited and National 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.
25. Any query/grievances connected with the voting and joining virtual meeting may be addressed to the Company Secretary, Jai Balaji Industries Limited, 5, Bentinck Street, Kolkata - 700 001 or at 033-2248 9808 or at jaibalaji@jaibalajigroup.com

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

Place : Kolkata
Date : 13th August, 2022

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

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

Item No. 3

On the basis of the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 13th August, 2022 has approved the re-appointment of the Cost Auditors of the Company, M/s 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 2022-23, 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.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2022-23.

The Board of Directors, therefore, recommends the Resolution under item no. 3 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. 4

On the recommendation of Nomination & Remuneration Committee, and subject to approval of the members and such other authorities as may be required, the Board of Directors of the Company ("the Board") at its meeting held on 27th May, 2022 has re-appointed Shri Aditya Jajodia (DIN: 00045114) as the Managing Director (Category: Executive Director) of the Company in accordance with the provisions of Sections 196, 197, 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, for a period of 5 (five) years with effect from 22nd July, 2022 to 21st July, 2027 at a remuneration of Rs. 8,50,000 per month and on such terms and conditions as set out in the agreement entered into between the Company and Shri Aditya Jajodia for obtaining

such services as may be beneficial for the working of the Company, including any advisory services.

Brief Profile

Shri Aditya Jajodia, aged about 51 years, is presently the Chairman & Managing Director of the flagship Company of our group, Jai Balaji Industries Limited. He is a Commerce graduate and is an expertise in Iron & Steel Industry. Shri Aditya Jajodia, son of Late Rajendra Prasad Jajodia is a Director of the Company since incorporation i.e from 1999. Working hand-on, Shri Aditya Jajodia led the group as one of the largest vertically integrated steel manufacturing houses in Eastern India. He is the spearhead of the entire expansion plans of the group and is recognized among industry circle as a highly successful entrepreneur.

Relevant details relating to the re - appointment of Shri Aditya Jajodia as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as "Annexure" to this Notice.

During his tenure as the Managing Director, Mr. Jajodia has delivered strong performance and has further propelled the Company's vision of evolving and continuous growth. He has been able to successfully navigate the Company through the uncertainties posed by the situation around COVID - 19 pandemic driven by the singular passion of delivering value to the customers.

Considering his expertise in the Company's businesses, exceptional leadership, experience and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors considered the re - appointment of Mr. Aditya Jajodia as the Managing Director in the interest of the Company and recommends the resolution as set out in Item No. 4 of this Notice for approval of the members.

The statement of particulars as per Part B of Section II of Part II of Schedule V of the Companies Act, 2013 is provided as "Annexure" to this Notice.

The other terms and conditions of re-appointment as drafted in the agreement entered into with the Chairman & Managing Director shall be available for inspection through electronic mode in the manner as prescribed in note no 17 of this Notice.

Shri Aditya Jajodia has furnished the consents/declarations for his re - appointment as required under the Act, Rules, and the Listing Regulations. He satisfies all the conditions as set out in Part I of Schedule V and also under Section 196 of the Act, for being eligible to be re-appointed as the Managing Director of the Company. He is not disqualified from being



Annexure to the Notice (Contd.)

re-appointed as the Managing Director in terms of Section 164 of the Act.

Other than Mr. Aditya Jajodia and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Item No. 4 of this Notice.

The Board of Directors recommends the Resolution as set out in Item No. 4 of this Notice for approval by the members of the Company.

Item No. 5

Shri Aditya Jajodia, 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. He was re-appointed as the Managing Director of the Company by the Board of Directors at its meeting held on 30th May, 2017 for a period of five years i.e. w.e.f. 22th July, 2017 to 21st July, 2022. At the time of his appointment his proposed remuneration was Rs. 7,50,000 per month with annual increment of Rs.1,50,000/- per month. In view of losses incurred by the Company, Mr. Aditya Jajodia has waived payment of remuneration to him till the company revives. Further by 1st April, 2022 the company has cleared all its default to Banks/ financial institutions. Accordingly the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and Audit Committee approved payment of remuneration to Mr. Aditya Jajodia with effect from 01.04.2022 for the remaining tenure of his appointment i.e. from 1st April, 2022 to 21st July, 2022.

The remuneration to be paid to him is same as what was approved by the shareholders in the 18th Annual General Meeting of the Company.

The statement of particulars as per Part B of Section II of Part II of Schedule V of the Companies Act, 2013 is provided as "Annexure" to this Notice.

Having regard to the above, the resolutions set out at item No. 5 have been proposed and recommended by the Board of Directors for your approval based on the recommendations of the Nomination & Remuneration Committee.

Other than Mr. Aditya Jajodia and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Item No. 5 of this Notice.

Item No. 6

On the recommendation of Nomination & Remuneration Committee, and subject to approval of the members and such

other authorities as may be required, the Board of Directors of the Company ("the Board") at its meeting held on 13th August, 2022 has re-appointed Shri Sanjiv Jajodia (DIN: 00036339) as the Wholetime Director (Category: Executive Director) of the Company in accordance with the provisions of Sections 196, 197, 198, 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, for a period of 3 (three) years with effect from 30th June, 2023 to 29th June, 2026 at a remuneration of Rs. 7,00,000 per month and on such terms and conditions as set out in the agreement entered into between the Company and Shri Sanjiv Jajodia for obtaining such services as may be beneficial for the working of the Company, including any advisory services.

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 three 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. Apart from his contribution to core areas of business activities, his expert supervision of administration, especially in human resources, financial planning, and legal matters, has enabled us to efficiently utilise manpower, establish cordial industrial relations, exceed operational industry benchmarks, and maintain financial prudence in the spirit of the company. 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.

Relevant details relating to the re - appointment of Shri Sanjiv Jajodia as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as "Annexure" to this Notice.

During his tenure as a Whole-time Director, Mr. Jajodia has delivered commendable performance and has instrumental in shaping the corporate profile of the Company and in establishing the Company as a major Corporate House in the steel sector.

Considering his expertise the Board is of the opinion that his knowledge will help the company in long run and will add value to the organization. The Board based on the recommendation of the Nomination and Remuneration Committee proposes to re-appoint Shri Sanjiv Jajodia, as a Whole-time director of the Company on such terms and conditions as set out in the Agreement entered into between the Company and Shri Sanjiv Jajodia for a period of 3 (three) years from 30th June, 2023 to 29th June, 2026 for obtaining



Annexure to the Notice (Contd.)

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 provided as "Annexure" to this Notice.

The other terms and conditions of re-appointment as drafted in the agreement entered into with the Whole-time Director shall be available for inspection through electronic mode in the manner as prescribed in note no. 17 of this Notice.

Shri Sanjiv Jajodia has furnished the consents/declarations for his re-appointment as required under the Act, Rules, and the Listing Regulations. He satisfies all the conditions as set out in Part I of Schedule V and also under Section 196 of the Act, for being eligible to be re-appointed as the Whole-time Director of the Company. He is not disqualified from being re-appointed as the Whole-time Director in terms of Section 164 of the Act.

Other than Mr. Sanjiv Jajodia and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Item No. 6 of this Notice.

The Board of Directors recommends the Resolution as set out in Item No. 6 of this Notice for approval by the members of the Company.

Item No. 7

Shri Sanjiv Jajodia, Wholetime Director of the company has more than three decades of experience in Steel Industry and has been involved in the operations of the Company since incorporation. He is Commerce Graduate and has expertise in He has expertise in Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, System & Procedures, Audit, internal and Statutory Audit and Control. He is Director of the Company since 2002. He was re-appointed as the Wholetime of the Company by the Board of Directors at its meeting held on 30th June, 2018 for a period of five years i.e. w.e.f. 30th June, 2018 to 29th June, 2023. At the time of his appointment his proposed remuneration was Rs. 6,00,000 per month. In view of losses incurred by the Company, Mr. Sanjiv Jajodia has waived payment of remuneration to him till the company revives. Further by 1st April, 2022 the company has cleared all its default to Banks/ financial institutions. Accordingly the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and Audit Committee approved payment of remuneration to Mr. Sanjiv Jajodia with effect from 1st April, 2022 for the remaining tenure of his appointment i.e from 1st April, 2022 to 29th June, 2023.

The remuneration to be paid to him is same as what was approved by the shareholders in the 19th Annual General Meeting of the Company.

The statement of particulars as per Part B of Section II of Part II of Schedule V of the Companies Act, 2013 is provided as "Annexure" to this Notice.

Having regard to the above, the resolutions set out at item No. 7 have been proposed and recommended by the Board of Directors for your approval based on the recommendations of the Nomination & Remuneration Committee.

Other than Mr. Sanjiv Jajodia and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Item No. 7 of this Notice.

Item No. 8

The Board of Directors of the Company ("the Board") at its meeting held on 13th August, 2022 has appointed Shri Rajiv Jajodia (DIN: 00045192) as the 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 3 (three) years with effect from 1st September, 2022 to 31st August, 2025 on the basis of recommendation of Nomination and Remuneration Committee.

Brief profile

Shri Rajiv Jajodia is presently associated as a Director on the Board of the flagship company of our group, Jai Balaji Industries Limited. He is a visionary with more than three decades of experience in the steel sector. He helped the company tap it's potential and enabled it to grow and expand phenomenally to what we know it as today. His dedication has played a key role in improving logistical and operational efficiency, increasing cost competitiveness.

Relevant details relating to the appointment of Shri Rajiv Jajodia as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as "Annexure" to this Notice.

During his tenure as a Director, Mr. Jajodia has played a key role in improving logistical and operational efficiency of the Company and has instrumental in shaping the corporate profile of the Company and in establishing the Company as a major Corporate House in the steel sector.

The Board of your Company believes that his expertise and knowledge will help the company in long run and will add value to the organization. The Board based on the recommendation of the Nomination and Remuneration Committee proposes to appoint Shri Rajiv Jajodia, as a Whole-



Annexure to the Notice (Contd.)

time director of the Company on such terms and conditions as set out in the Agreement entered into between the Company and Shri Rajiv Jajodia for a period of 3 (three) years from 1st September, 2022 to 31st August, 2025 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 provided as "Annexure" to this Notice.

The other terms and conditions of appointment as drafted in the agreement entered into with the Whole-time Director shall be available for inspection through electronic mode in the manner as prescribed in note no.17 of this Notice.

Other than Mr. Rajiv Jajodia and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Item No. 8 of this Notice.

The Board of Directors recommends the Resolution as set out in Item No. 8 of this Notice for approval by the members of the Company.

Item No. 9

The Board of Directors of the Company ("the Board") at its meeting held on 13th August, 2022 has appointed Shri Gaurav Jajodia (DIN: 00028560) as the 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 3 (three) years with effect from 1st September, 2022 to 31st August, 2025 on the basis of recommendation of Nomination and Remuneration Committee.

Brief profile

Shri Gaurav Jajodia, aged about 42 years, is presently a Director of the flagship Company of our group, Jai Balaji

Industries Limited. He is a Commerce graduate and is an expertise in Iron & Steel Industry. Shri Gaurav Jajodia, son of Shri Devendra Prasad Jajodia is a Director of the Company since 2014. He being one of the younger members at the Board, has brought with him innovation and modernity of the youth, and integrated it seamlessly and implemented it practically and efficiently which empowered the company to not only meet its mission and objectives, but also surpass industrial benchmarks in most spheres.

Relevant details relating to the appointment of Shri Gaurav Jajodia as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as "Annexure" to this Notice.

The Board of your Company believes that his expertise and knowledge will help the company in long run and will add value to the organization. The Board based on the recommendation of the Nomination and Remuneration Committee proposes to appoint Shri Gaurav Jajodia, as a Whole-time director of the Company on such terms and conditions as set out in the Agreement entered into between the Company and Shri Gaurav Jajodia for a period of 3 (three) years from 1st September, 2022 to 31st August, 2025 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 provided as "Annexure" to this Notice.

The other terms and conditions of appointment as drafted in the agreement entered into with the Whole-time Director shall be available for inspection through electronic mode in the manner as prescribed in note n. 17 of this Notice.

Other than Mr. Gaurav Jajodia and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Item No. 9 of this Notice.

The Board of Directors recommends the Resolution as set out in Item No. 9 of this Notice for approval by the members of the Company.



Annexure to the Notice (Contd.)

The statement of particulars of Directors as per Part B of Section II of Part II of Schedule V of the Companies Act, 2013 are as follows:-.

I. General Information				
1) Nature of Industry	Iron & Steel Industry			
2) Date or expected date of Commencement of commercial production	Year 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	(₹ in lacs)			
	Particulars	Financial Year ended 31st March, 2022	Financial Year ended 31st March, 2021	Financial Year ended 31st March, 2020
	Total Income	4,67,339.37	2,79,600.86	2,96,765.15
	Profit/(Loss) before	4,806.55	(7,581.88)	(11,433.59)
Profit/(Loss) after tax	4,806.55	(7,581.88)	(11,433.59)	
5) Foreign investments or collaborators	NIL			
II. INFORMATION ABOUT	SHRI ADITYA JAJODIA	SHRI SANJIV JAJODIA	SHRI RAJIV JAJODIA	SHRI GAURAV JAJODIA
1) Background details	Shri Aditya Jajodia, son of Late Rajendra Prasad Jajodia, is presently the Chairman & Director of the Company. He is a Commerce graduate and is an 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 expansion plans of the group.	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 three 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	Shri Rajiv Jajodia, son of Late Keshar Deo Jajodia, is presently the Director of the company. He is a commerce graduate and has more than three decades of experience in steel industry. He is associated with Jai Balaji Industries Limited since incorporation. He has helped the company tap it's potential and enabled it to grow and expand phenomenally.	Shri Gaurav Jajodia, son of Shri Devendra Prasad Jajodia, is presently a Director of the company. He is a commerce graduate and has more than a decade of experience in steel industry. He joined Jai Balaji Industries Limited in 2013. He being one of the younger members at the Board, has brought with him innovation and modernity of the youth, and integrated it seamlessly and implemented it



Annexure to the Notice (Contd.)

II. INFORMATION ABOUT	SHRI ADITYA JAJODIA	SHRI SANJIV JAJODIA	SHRI RAJIV JAJODIA	SHRI GAURAV JAJODIA
		Company as a major Corporate House in the steel sector.		practically and efficiently which empowered the company to not only meet it's mission and objectives, but also surpass industrial benchmarks in most spheres.
2) Past Remuneration	Rs. 8,50,000/- w.e.f 1st April, 2022.	7,50,000/- w.e.f. 1st April, 2022	NIL	NIL
3) Recognition or awards	Shri Aditya Jajodia is well known among industry circle as a highly successful entrepreneur.	Shri Sanjiv Jajodia is known among industry circle as a successful entrepreneur	Shri Rajiv Jajodia is well known among industry circle as a dynamic entrepreneur	Shri Gaurav Jajodia is well known among industry circle as a young successful entrepreneur
4) Job profile and his suitability	Shri Aditya Jajodia has an 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 procurement strategies, production, planning, sales, working capital management, finance & general administration.	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.	Shri Rajiv Jajodia has expertise in the field of logistics, human resource and operation management and control. He helped the company tap it's potential and enabled it to grow and expand phenomenally to what we know it as today.	Shri Gaurav Jajodia has expertise in Strategic Planning and System & Procedures. He has been instrumental in shaping the corporate profile of the Company.
5) Remuneration proposed	Rs. 8,50,000 per month (more particularly described in the agreement dated 27th May, 2022.	Rs. 7,00,000 per month (more particularly described in the agreement dated 13th August, 2022.	Rs. 7,00,000 per month (more particularly described in the agreement dated 13th August, 2022.	Rs. 7,00,000 per month (more particularly described in the agreement dated 13th August, 2022.
6) Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	The remuneration proposed is commensurate with the growth in turnover and profits of the Company and in line with the industry benchmarks.			



Annexure to the Notice (Contd.)

3) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel	Shri Aditya Jajodia holds 35,44,576 equity shares of the Company.	Shri Sanjiv Jajodia holds 27,79,433 equity shares of the Company	Shri Rajiv Jajodia holds 15,68,333 equity shares of the Company	Shri Gaurav Jajodia holds 1,19,666 equity shares of the Company
III. OTHER INFORMATION				
1) Reasons of inadequate profits or loss	<ul style="list-style-type: none"> - 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 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 Twenty Third Annual General Meeting

Name of Director	Shri Rajiv Jajodia	Shri Gaurav Jajodia
DIN	00045192	00028560
Date of Birth	03.04.1965	26.09.1980
Date of Appointment functional areas	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.
Chairman/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 Risk Management Committee - Member
Directorship held in any other listed entity	NIL	NIL
Chairman/Member of 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 Gaurav Jajodia are his brother's son.	Shri Gaurav Jajodia is the Cousin Brother of Shri Aditya Jajodia and the Nephew of Shri Sanjiv Jajodia and Shri Rajiv Jajodia.



Annexure to the Notice (Contd.)

Name of Director	Shri Aditya Jajodia	Shri Sanjiv Jajodia
DIN	00045114	00036339
Date of Birth	07.09.1970	06.09.1963
Date of Appointment	01.07.1999	31.05.2002
Qualification	B. Com (Hons)	B. Com (Hons)
Expertise in Specific functional areas	Expertise in Iron & Steel Industry, Accounts and Finance, major decision making.	Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, Systems & Procedures.
Chairman/Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit Committee - Member 2. Management (Finance) Committee - Chairman 3. Stakeholder Relationship Committee - Member 4. Risk Management Committee - Member 	Management (Finance) Committee - Member
Directorship held in other Listed Companies	NIL	NIL
Chairman/Member of the Committees of the Board of Directors of other Listed Companies in which he is a Director	NIL	NIL
No. of Equity Shares held in the Company	35,44,576	27,79,433
Inter-se Relationships between Director	Shri Aditya Jajodia is a nephew of Shri Rajiv Jajodia and Shri Sanjiv Jajodia and a Cousin brother of Shri Gaurav Jajodia.	Shri Sanjiv Jajodia is the brother of Shri Rajiv Jajodia; Shri Aditya Jajodia and Shri Gaurav Jajodia are his brother's Son.



Annexure to the Notice (Contd.)

Name of Director	Shri Bimal Kumar Choudhary
DIN	08879262
Date of Birth	30.12.1952
Date of Appointment	15.09.2020
Qualification	He is a B.E. (Mechanical) from Motilal Nehru Regional Engineering College (NIT), Allahabad and has also done diploma in Electrical and Metallurgical engineering from Jamshedpur Technical Institute, Jamshedpur
Expertise in Specific functional areas	He has wide experience of more than 40 years in steel industry
Chairman/Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee - Member
Directorship held in any other listed entity	NIL
Chairman/Member of the Committees of the Board of Directors of other Listed Entity in which he is a Director	NIL
No. of Equity Shares held in the Company	NIL
Inter-se Relation-ships between Director	None

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only

facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

I. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com . and click on Login icon and select New System Myeasi.



Annexure to the Notice (Contd.)

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Annexure to the Notice (Contd.)

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

II. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to and voted on an earlier e-voting of any company, then your existing password is to be used.

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

- resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN for the relevant <Jai Balaji Industries



Annexure to the Notice (Contd.)

Limited> on which you choose to vote.

- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

III. Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to and register themselves in the "Corporates" module.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 4) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 5) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 6) Alternatively Non Individual shareholders are required mandatory to send the relevant Board

Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jaibalaji@jaibalajigroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



Annexure to the Notice (Contd.)

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

V. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- 3) **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to tohelpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.