



Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth Annual General Meeting ("AGM") of the Members of **Jai Balaji Industries Limited** ("the Company") will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Thursday, 18th September, 2025, at 12:30 P.M to transact the following businesses:

ORDINARY BUSINESSSES

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Sanjiv Jajodia (DIN - 00036339), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSSES

3. To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Audit Committee and of the Board of Directors of the Company, M/s. MKB & Associates, Practicing Company Secretaries (FRN: P2010WB042700) be and is hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years, i.e. from financial year 2025-26 to financial year 2029-30, on such terms and remuneration as mentioned in the explanatory statement and as may be determined by the Board of Directors in such manner and to such extent as may be mutually agreed with the Secretarial Auditor. "

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution."

4. To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and 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. 1,70,000/- (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 8th August, 2025, payable to M/s Mondal & Associates, Cost Accountants, (Firm Registration No. 100315) Proprietor Mr. Amiya Mondal, having office at 45, Akhil Mistry Lane, Kolkata – 700 009, who have been appointed as the Cost Auditor of the Company 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 2025-26 that may be required to be prepared and submitted by the Cost Auditors under applicable statute, be and is hereby ratified."

5. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT 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, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with relevant provisions of the Articles of Association of the Company, and as per the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to such other necessary approvals, if any, as may be required, approval of the members of the Company be and is hereby accorded for re-appointment of Shri Rajiv Jajodia (DIN: 00045192), as the Whole-time Director of the Company for a period of 3(three) years with effect from 1st September, 2025 upto 31st August, 2028, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement and agreement entered into between the Company and Shri Rajiv Jajodia, which agreement also be and is hereby approved."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act and rules made thereunder, if in any financial year during his tenure, the Company has no profits or inadequate profits, Shri Rajiv Jajodia will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof. "

"RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the payment of remuneration to Shri Rajiv Jajodia (Promoter of the Company), as Whole-time Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Rajiv Jajodia as it may deem fit and as may be acceptable to him, subject to an annual increment not exceeding fifty per cent of the existing remuneration and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally 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."

6. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT 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, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with relevant provisions of the Articles of Association of the Company, and as per the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to such other necessary approvals, if any, as may be required, approval of the members of the Company be and is hereby accorded for re-appointment of Shri Gaurav Jajodia (DIN: 00028560), as the Whole-time Director of the Company for a period of 3(three) years with effect from 1st September, 2025 upto 31st August, 2028, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement and agreement entered into between the Company and Shri Gaurav Jajodia, which agreement also be and is hereby approved."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act and rules made thereunder, if in any financial year during his tenure, the Company has no profits or inadequate profits, Shri Gaurav Jajodia will be paid minimum remuneration within the ceiling limit prescribed

under Schedule V of the Act, or any modification or re-enactment thereof. "

"RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the payment of remuneration to Shri Gaurav Jajodia (Promoter of the Company), as Whole-time Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Gaurav Jajodia as it may deem fit and as may be acceptable to him, subject to an annual increment not exceeding fifty per cent of the existing remuneration and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally 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."

7. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board, Shri Parthasarathi Mukhopadhyay (DIN: 01968529), who was appointed as an Additional Director (in the category of Non-Executive Independent Director) of the Company with effect from 8th August, 2025 and who qualifies for being appointed as an Independent Director and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing under Section 160 of the Act has been received by the Company from a member, proposing his candidature for the office of director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) years with effect from 8th August, 2025 till 7th



August, 2027 (both days inclusive) on such terms & conditions as stated in Explanatory Statement hereto."

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution."

8. To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorised to appoint from time to time Branch Auditors of any Branch office of the Company, whether existing or which may be opened/acquired hereafter outside India, based on the recommendation of the Audit Committee, in consultation with the Company's Auditors or any person(s) qualified to act as Branch Auditor within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration."

9. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 5, 14, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, the circulars, notifications, regulations, rules, guidelines,

if any, issued by the Ministry of Corporate Affairs, Government of India, for the time being in force), and subject to such other approvals, permission and consent as may be required from the relevant Authorities, the consent of the members be and is hereby accorded to amend / alter the Articles of Association of the Company by insertion of the following Article 132(c) after the existing Article 132(b):

"(c) The same individual may, at the same time, be appointed or continue to hold office as the Chairperson of the company as well as the Managing Director or Chief Executive Officer of the company."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

Registered Office :

5, Bentinck Street,
Kolkata - 700 001

Place : Kolkata

Date : 8th August, 2025

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

Sd/-
Ajay Kumar Tantia
Company Secretary

Notes:-

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, setting out the material facts concerning items of Special Businesses of the Notice to be transacted at the Twenty Sixth Annual General Meeting is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as **Annexure** to this Notice.

- 2) The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2022 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024, (collectively referred to as '**MCA Circulars**') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), upto September 30, 2025 **without the physical presence of the Members at a common venue**. Further, Securities Exchange Board of India ('SEBI') also vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as '**SEBI Circulars**') has granted certain relaxations from dispatching physical copies of Annual Reports and to conduct the AGMs through VC/ OAVM till 30th September 2025.

In compliance with the aforementioned Circulars and applicable provisions of the Act, MCA & SEBI circulars, the 26th AGM of the Company is being held through VC/OAVM on Thursday, 18th September, 2025 at 12:30 p.m. (IST).

The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 5, Bentinck Street, Kolkata - 700 001, which shall be the deemed venue for the AGM.

- 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 Investors/ Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer and the Company by an email at jaibalaji@jaibalajigroup.com on or before 11th September, 2025 till 5.00 P.M. without which the vote shall not be treated as valid.

- 4) 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.
- 5) 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 SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the businesses proposed to be transacted at the 26th 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").

- 6) Members may join the 26th AGM of the Company in VC/ OAVM mode from 12:00 p.m. 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.
- 7) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- 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 26th AGM without any restriction on account of first-come-first-served principle.

- 9) Members 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. 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) a) Members may note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with Master Circular for Registrar to an Issue and Share Transfer Agents vide circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended) has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc.
- b) Pursuant to the approval of the shareholders of the Company obtained through postal ballot on 19th December, 2024, each equity share of face value of Rs. 10/- (rupees ten only) each, fully paid-up, has been sub-divided into 5 (five) equity shares of face value of Rs 2/- (rupees two only) each, fully paid-up, ranking pari-passu in all respects from the record date i.e. 17th January, 2025. Pursuant to stock split, all shares of the physical shareholders are kept in Share Suspense Escrow Account of the Company. Securities which have been moved to Suspense Escrow Demat Account may be claimed by the security holder/claimant on submission of following documents to RTA:
 - Duly filled in and signed Investor Service Request Forms (ISR forms), as applicable, the format of which is available on the Company's website at <https://jaibalajigroup.com/nomination-cancellation-or-variation-of-nomination-form/> and on the website of the RTA i.e. Maheshwari Datamatics Pvt. Ltd. at <https://mdpl.in/downloads.php>
 - Client master list ("CML") of the demat account for crediting the securities to the security holder's / claimant's account.
 - Self-attested copy of PAN card of the holder / claimant and
 - Self-attested copy of Aadhar card of the holder / claimant.

Post receipt of KYC documents of shareholders, the company will transfer shares to respective demat account of the shareholders.

- 12) Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
- 13) i) Pursuant to the aforesaid MCA Circulars and SEBI Circulars, copies of the Annual Report for the financial year 2024-25 and Notice of 26th 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.

Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for the financial year 2024-25 can be accessed.

ii) Further, in terms of the applicable provisions of the Act, Listing Regulations read with the related MCA and SEBI Circulars, the Notice calling the AGM will be uploaded on 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

iii) 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. 11th September, 2025** may obtain electronic copy of the Notice of 26th AGM by sending a request to the Company at jaibalaji@jaibalajigroup.com or Company's RTA i.e. Maheshwari Datamatics Private Limited at contact@mdplcorporate.com.

- 14) To support the Green Initiative, the Company strongly urges the members to register their e-mail address with the Company / Registrar and Share Transfer Agents or the Depository Participant(s), if you hold shares in physical form or demat form respectively.
- 15) As per SEBI circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 with effect from April 1, 2024 security holders holding securities in physical form, whose folio(s) do not have their KYC updated as per SEBI guidelines shall not be eligible for any kind of benefits, payment including dividend, interest or redemption in respect of such folios.

Members are requested to update their KYC details with the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700001 by sending duly filled-up Investor Service Request Forms (ISR forms) and signed attachments.

Communication with regard to updation of KYC has been sent to all members holding shares in physical form at their registered address from time to time.

Members may refer to Frequently Asked Questions, SEBI Master Circular, relevant Investor Service Request Forms, Nomination Forms and contact details for sending requisite forms/documents, available on the Company's website at <https://jaibalajigroup.com/>

- 16) Non-resident Indian Members are requested to inform the Company's RTA, Maheshwari Datamatics Private Limited, E-mail: contact@mdplcorporate.com :

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

- 17) All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the 26th Annual General Meeting of the Company.

- 18) 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 maintained as per Section 189 of the Companies Act, 2013 will also be made available for electronic inspection during the Annual General Meeting at the Company's Website at <https://jaibalajigroup.com/>.

- 19) 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 e-mail on jaibalaji@jaibalajigroup.com. The same will be replied by/on behalf of the Company suitably.

- 20) Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:

- i. The Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA) or specified intermediaries/regulated entities in the securities market.
- ii. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified

intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.sebi.gov.in/> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>

- 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 years 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. The Dividend and the 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) The Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has informed that a special window has been opened for a period of six months from July 07, 2025 to January 06, 2026, for re-lodgement of transfer deeds which were lodged prior to the deadline of April 01, 2019 for transfer of physical shares, and were rejected/ returned/not attended to, due to deficiency in the documents/process/or otherwise.

Eligible shareholders may re-lodge their requests along with requisite documents to the Company's Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited, Unit: Jai Balaji Industries Limited, 23, R.N.



Mukherjee Road, Kolkata, West Bengal– 700001 at contact@mdplcorporate.com. Contact No. - 033 22482248, 22435029 or to the Company at 5, Bentinck Street, Kolkata-700001, Contact- 22489808/ 22435029, E-mail- jaibalaji@jaibalajigroup.com within the stipulated period.

- 23) 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 at <https://jaibalajigroup.com/nomination-cancellation-or-variation-of-nomination-form/>
- 24) 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.
- 25) The remote e-voting facility will be made available during the following period:
 - Commencement of remote e-voting: From 10:00 a.m. on Monday, 15th September, 2025.
 - End of remote e-voting: Up to 5:00 p.m. on Wednesday, 17th September, 2025.
- 26) During this period, members holding shares as on the cut-off date viz., Thursday, 11th September, 2025 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 as on the cut-off date should accordingly treat this notice for information purposes only. Members are requested to carefully read the instructions of e-voting before exercising their vote.
 - a) 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. **Thursday, 11th September, 2025**, he/she may write to the Registrar requesting for user id and password or email at contact@mdplcorporate.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.
 - b) 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.
 - c) 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 11th September, 2025.
 - d) 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.
 - e) 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.
 - f) The Scrutinizer shall after the conclusion of e-Voting at the 26th 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 26th AGM, who shall then countersign and declare the result of the voting forthwith.
 - g) 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.
- 27) 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 : 8th August, 2025

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

Sd/-
Ajay Kumar Tantia
Company Secretary

THE INTRUCTIONS 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 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 above said 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.



Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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. 1800-21-09911
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.: 022 - 4886 7000

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.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below

	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. 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 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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **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 through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders 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.
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. 1800-21-09911

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 helpdesk.evoting@cdslindia.com or call toll free no. 1800-21-09911.

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

Item No. 3

The Board of Directors at its meeting held on 8th August, 2025, on the recommendation of Audit Committee, approved the appointment of M/s. MKB & Associates, Practising Company Secretaries (FRN: P2010WB042700), as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from FY 2025-2026 till FY 2029- 2030.

Securities and Exchange Board of India (SEBI), vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12 December 2024, had amended Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'). The amended regulations provide specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f., 1st April 2025.

The amended Regulation 24A of SEBI (LODR) Regulations, 2015 states that on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the evaluation in terms of competency, independence and expertise, the Audit Committee and the Board of Directors of the Company, recommended to appoint M/s. MKB & Associates, Practising Company Secretaries, as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from financial year 2025-26 to financial year 2029-30 pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 24A of SEBI (LODR) Regulations, 2015.

M/s MKB & Associates, Practising Company Secretaries, is one of the reputed and leading firms of Company Secretaries, based in Kolkata, and having its presence all over India. Within a very short span of time, the firm has transcended higher realms of success and is today, one of the leading firms of Company Secretaries in the Country. As per Cimply Five's Third Secretarial Auditor Report, 2017 M/s MKB & Associates is rated as the top Secretarial Audit firm of Eastern Region. The firm currently has five partners and several associates, and is spearheaded by Mr. Manoj Kumar Banthia, the Managing Partner. He has the experience of practising in the field of corporate laws and allied laws for over 27 years.

M/s MKB & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations.

The Board of Directors has approved a remuneration of Rs 1,50,000 (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out of pocket expenses for FY 2025-26. The Board of Directors are authorised to fix the remuneration for the remaining tenure of their appointment in consultation with the Audit Committee.

The Board of Directors in consultation with the Audit Committee and M/s MKB & Associates, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed.

The Board of Directors 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 basis of the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 8th August, 2025 has approved the re-appointment of M/s Mondal & Associates, Cost Accountants (FRN : 100315), Proprietor Mr. Amiya Mondal, as the Cost Auditor to conduct audit of the cost records of the Company and to provide Cost Audit Report and all such reports, annexures, records, documents etc., for the financial year 2025-26, that may be required to be prepared and submitted by the Cost Auditors under applicable statute at a consolidated remuneration of Rs 1,70,000/- (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 2025-26.

The Board of Directors recommends 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

The members of the company in their meeting held on 27th September, 2022 approved the appointment of Shri Rajiv Jajodia as a Whole Time Director of the company, liable to retire by rotation, for



a period of 3 years with effect from 1st September, 2022. The tenure of Shri Rajiv Jajodia will be expiring on 31st August, 2025.

The Board of Directors of the Company ("the Board") at its meeting held on 8th August, 2025 has re-appointed Shri Rajiv Jajodia (DIN: 00045192) as the Whole-time Director of the Company in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and 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, 2025 to 31st August, 2028 on the basis of recommendation of Nomination and Remuneration Committee.

Brief profile

Shri Rajiv Jajodia is presently associated as a Whole Time Director on the Board of Jai Balaji Industries Limited. He is a visionary with more than three decades of experience in the steel sector. He helped the company tap its 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.

During his tenure as a Whole Time Director, Mr. Jajodia has played a key role in improving logistical and operational efficiency of the Company and 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.

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 re-appointed Shri Rajiv Jajodia, as a Whole-time director of the Company for a period of 3 (three) years with effect from 1st September, 2025 to 31st August, 2028, at a monthly remuneration of Rs 10,80,000/- with a power to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Rajiv Jajodia as it may deem fit and as may be acceptable to him, subject to an annual increment not exceeding fifty per cent of the existing remuneration, on such terms and conditions as set out in the Agreement entered into between the Company and Shri Rajiv Jajodia.

Copy of agreement entered into between the Company and Shri Rajiv Jajodia, setting out the terms and conditions of his reappointment as an Executive Director shall be open for inspection by the Members. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Shri Rajiv Jajodia is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 and has

given his consent to act as Whole Time Director. Further he is not debarred or disqualified from holding office as a director by virtue of any order passed by the Securities Exchange Board of India or any other statutory authority.

In terms of Regulation 17(6)(e) of the Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds Rs. 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors. The approval of the members by way of Special Resolution as per Item No. 5 of this Notice shall also be deemed to be approval under Regulation 17(6)(e) of the Listing Regulations.

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.

Other than Shri Rajiv Jajodia and his relative Shri Sanjiv Jajodia (brother) none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No. 5 of this Notice.

The Board of Directors recommends the Resolution as set out in Item No. 5 of this Notice for approval by the members of the Company.

Item No. 6

The members of the Company in their meeting held on 27th September, 2022 approved the appointment of Shri Gaurav Jajodia as a Whole Time Director of the company, liable to retire by rotation, for a period of 3 years with effect from 1st September, 2022. The tenure of Shri Gaurav Jajodia will be expiring on 31st August, 2025.

The Board of Directors of the Company ("the Board") at its meeting held on 8th August, 2025 has re-appointed Shri Gaurav Jajodia (DIN: 00028560) as the Whole-time Director of the Company in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V, 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, 2025 to 31st August, 2028 on the basis of recommendation of Nomination and Remuneration Committee.

Brief profile

Shri Gaurav Jajodia, aged about 44 years, is presently a Whole Time Director of Jai Balaji Industries Limited. He is a Commerce graduate and has a rich expertise in Iron & Steel Industry. Shri Gaurav

Jajodia, son of late 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.

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 re-appointed Shri Gaurav Jajodia, as a Whole-time director of the Company, for a period of 3 (three) years with effect from 1st September, 2025 to 31st August, 2028 at a monthly remuneration of Rs 10,80,000/- with a power to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Gaurav Jajodia as it may deem fit and as may be acceptable to him, subject to an annual increment not exceeding fifty per cent of the existing remuneration, on such terms and conditions as set out in the Agreement entered into between the Company and Shri Gaurav Jajodia.

Copy of agreement entered into between the Company and Shri Gaurav Jajodia, setting out the terms and conditions of his reappointment as an Executive Director shall be open for inspection by the Members. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

Shri Gaurav Jajodia is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as Whole Time Director. Further he is not debarred or disqualified from holding office as a director by virtue of any order passed by the Securities Exchange Board of India or any other statutory authority.

In terms of Regulation 17(6)(e) of the Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds Rs. 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors. The approval of the members by way of Special Resolution as per Item No. 6 of this Notice shall also be deemed to be approval under Regulation 17(6)(e) of the Listing Regulations.

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.

Other than Shri. Gaurav Jajodia, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, 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

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company, at their meeting held on 8th August, 2025 appointed Shri Parthasarathi Mukhopadhyay (DIN: 01968529), as an Additional Director (Category –Non Executive Independent) of the Company, not liable to retire by rotation, with effect from 8th August, 2025 for a period of 2 years subject to the approval of shareholders of the Company. Accordingly, the Board decided to seek approval of the Shareholders for the aforesaid appointment in the 26th AGM.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Parthasarathi Mukhopadhyay for the office of Independent Director in the Company.

Shri Parthasarathi Mukhopadhyay, aged about 54 years, is a B. Com (Hons.) graduate, a Fellow member of Institute of Chartered Accountants of India (FCA), a member of Institute of Cost Accountants of India. He has also done an Executive Program in Healthcare Management from Indian School of Business, Hyderabad. He is also a Member of Association of Certified Fraud Examiners (ACFE) – USA and the Institute of Internal Auditors (IIA) – USA. He is an accomplished finance and governance professional with nearly 30 years of experience across financial management, auditing, and strategic consulting roles. He has demonstrated strong board-level governance expertise and oversight capabilities, having guided organizations through regulatory compliance and strategic financial decisions throughout his career. He has a deep understanding of corporate governance principles and regulatory compliance frameworks, honed by decades of working closely with executive management and boards.

Throughout his career, Shri Parthasarathi Mukhopadhyay has held senior financial leadership positions, driving strategic financial planning, corporate restructuring, and growth initiatives. As a former Chief Financial Officer in various organizations, he has routinely interacted with Boards and Audit Committees, ensuring transparent financial reporting and adherence to regulatory standards. He has been instrumental in implementing risk-based internal audit programs in healthcare and manufacturing organizations, reflecting his commitment to robust internal controls and risk oversight. His experience includes overseeing compliance with financial regulations and corporate laws, positioning him as a guardian of governance who can provide independent oversight and guidance in a board role. He participated in numerous statutory central audits of major banks and government-mandated audits of public sector companies – including Indian Iron & Steel Co. Limited and Hindustan Copper Limited – where he developed



in-depth knowledge of financial reporting standards, regulatory compliance, and the complexities of large industrial operations. He also spearheaded the implementation of risk-based internal audit frameworks in manufacturing organizations. In addition, he led forensic investigations that uncovered over \$2 million in fraudulent activities, demonstrating deep expertise in risk management and fraud detection.

Additional information in respect of Shri Parthasarathi Mukhopadhyay, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Company has received from Shri Parthasarathi Mukhopadhyay (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He is not debarred or disqualified from holding the office as a Director by virtue of any order passed by SEBI or any Statutory Authority.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Shri Parthasarathi Mukhopadhyay fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Shri Parthasarathi Mukhopadhyay will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2).

The copy of draft letter of appointment of Shri Parthasarathi Mukhopadhyay setting out the terms and conditions of his appointment is available for inspection by the Members in form as per the instructions provided in the notes of this Notice.

Except Shri Parthasarathi Mukhopadhyay, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in item no.7 of this notice.

The Board of Directors recommend the Resolution set out in item no.7 to be passed as a Special Resolution by the Members.

Item No. 8

The Company has a branch office outside India and may further establish branch office(s) of the company outside India. Members to note that the accounts of the branch office shall be audited either by the Company's auditor or by an accountant or by any other person duly qualified to act as an auditor of the accounts of the branch office in accordance with the laws of that country.

The Members are requested to authorise the Board of Directors of the Company to appoint auditor for the Branch office of the company outside India and also to fix their remuneration based on the recommendation of the Audit Committee.

None of the Directors and Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item no. 8 for approval by the Members.

Item No. 9

The Board of Directors of the Company ('the Board') at its meeting held on 8th August, 2025 recommended the insertion of a new Article 132(c) in the Articles of Association (AoA) of the Company. The proposed Article 132(c) is intended to provide that the same individual may, at the same time, be appointed or continue to hold office as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

This amendment is proposed to enable a unified and streamlined leadership structure, which can be beneficial for effective decision-making and execution, even in cases where the Company is engaged in multiple businesses.

Consent of the Members by way of Special Resolution is required to such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

The Board recommends the resolution as set out in item no. 9 of the notice to the shareholders for their approval as Special Resolution.

A draft copy of the AoA of the Company is available for inspection as per the procedure mentioned in the Notes to this Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out in item no. 9 of the notice.

Registered Office :

5, Bentinck Street,

Kolkata - 700 001

Place : Kolkata

Date : 8th August, 2025

By Order of the Board

For Jai Balaji Industries Limited

Sd/-

Ajay Kumar Tantia

Company Secretary

Annexure to the notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2

Details of directors seeking appointment/re-appointment at the Twenty Sixth Annual General Meeting

Name of Director	Shri Rajiv Jajodia	Shri Gaurav Jajodia	Shri Sanjiv Jajodia	Shri Parthasarathi Mukhopadhyay
DIN	00045192	00028560	00036339	01968529
Date of Birth	03.04.1965	26.09.1980	06.09.1963	09.11.1971
Age	60 years	44 years	61 years	54 years
Qualification	B. Com (Hons.)	B. Com (Hons.)	B. Com (Hons.)	B. Com (Hons.) graduate, Fellow Chartered Accountants, Cost and Works Accountants, Executive Program in Healthcare Management from Indian School of Business, Hyderabad, Member of Association of Certified Fraud Examiners (ACFE) – USA and a Member of Institute of Internal Auditors (IIA) – USA
Brief resume / Experience (including expertise in Specific functional areas)	Shri Rajiv Jajodia is well known among industry circle as a dynamic entrepreneur. He is a visionary with more than three decades of experience in the steel sector.	Shri Gaurav Jajodia has expertise in Strategic Planning and System & Procedures. He has been instrumental in shaping the corporate profile of the Company.	Shri Sanjiv Jajodia is known among industry circle as a successful entrepreneur. He has expertise in supervision of administration, especially in human resources, financial planning, and legal matters.	Shri Parthasarathi Mukhopadhyay is an accomplished finance and governance professional with nearly 30 years of experience across financial management, auditing, and strategic consulting roles. He has demonstrated strong board-level governance expertise and oversight capabilities, having guided organizations through regulatory compliance and strategic financial decisions throughout his career.
Date of First Appointment on the Board	01.07.1999	20.09.2013	31.05.2002	08.08.2025



Name of Director	Shri Rajiv Jajodia	Shri Gaurav Jajodia	Shri Sanjiv Jajodia	Shri Parthasarathi Mukhopadhyay
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Shri Rajiv Jajodia is a visionary with more than three decades of experience in the steel sector. He helped the company tap its 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.	Shri Gaurav Jajodia 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	Shri Sanjiv Jajodia, plays a pivotal role in steering the company through challenges and opportunities, requiring significant expertise and leadership. He has been key in shaping JBIL's corporate profile and establishing it as a major corporate house in the steel sector. 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 Parthasarathi Mukhopadhyay has been instrumental in implementing risk-based internal audit programs in healthcare and manufacturing organizations, reflecting his commitment to robust internal controls and risk oversight. His experience includes overseeing compliance with financial regulations and corporate laws, positioning him as a guardian of governance who can provide independent oversight and guidance in a board role. He has demonstrated strong board-level governance expertise and oversight capabilities, having guided organizations through regulatory compliance and strategic financial decisions throughout his career.
Terms and Conditions of appointment/Re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with the Statement hereto.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the Statement hereto.	The Director is retiring by rotation and offers himself for re-appointment	As per the resolution at Item No. 7 of the Notice convening this Meeting read with the Statement hereto
Last drawn Remuneration (including sitting fees, if any)	Rs. 10,80,000 per month	Rs. 10,80,000 per month	Rs. 10,80,000 per month	NA
Remuneration sought to be paid	Rs. 10,80,000 per month	Rs. 10,80,000 per month	Rs. 10,80,000 per month	Sitting fees as per Companies Act, 2013 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
Chairman/Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee – Member Management Finance Committee - Member	Stakeholders Relationship Committee – Member Risk Management Committee – Member	Management Finance Committee - Member	Nil
Directorship held in any other listed companies	Nil	Nil	Nil	Nil

Name of Director	Shri Rajiv Jajodia	Shri Gaurav Jajodia	Shri Sanjiv Jajodia	Shri Parthasarathi Mukhopadhyay
Number of meetings of the board attended during the Financial Year 2024-25	7/7	6/7	7/7	Nil
Chairman/Member in the Committees of the Board of Directors of other Listed Entity in which he/she is a Director	Nil	Nil	Nil	Nil
No. of Equity Shares held in the Company	78,41,665	5,98,330	1,38,97,165	Nil
Relationship with other Directors and Key Managerial Personnel	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 of Shri Aditya Jajodia and the Nephew of Shri Sanjiv Jajodia and Shri Rajiv Jajodia.	Shri Sanjiv Jajodia is the brother of Shri Rajiv Jajodia. Shri Aditya Jajodia and Shri Gaurav Jajodia are his brother's son	Shri Parthasarathi Mukhopadhyay is not related to any Director/Key Managerial Personnel
Resignation from any listed company in past three years	No	No	No	No