

# NOTICE

NOTICE is hereby given that the Twenty-ninth Annual General Meeting of the Members of Jai Corp Limited will be held on Friday the 19<sup>th</sup> day of September, 2014 at 11.00 a.m. at the Registered Office of the Company at A-3, M.I.D.C. Industrial Area, Nanded-431 603, Maharashtra to transact the following businesses:

## AS ORDINARY BUSINESS:

1. To consider and adopt:
  - a. the standalone audited financial statements and the Reports of the Board of Directors and Auditor thereon.
  - b. the consolidated audited financial statements and the Report of the Auditor thereon.
2. To declare a dividend on Preference Shares.
3. To declare a dividend on Equity Shares.
4. To appoint a Director in place of Shri Vasudeo Srinivas Pandit (DIN: 00460320), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Messrs Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W issued by the Institute of Chartered Accountants of India), as the Auditor of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

## AS SPECIAL BUSINESS:

6. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Shri Khurshed Minocher Doongaji (DIN 00090939), in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 ("the Act") is hereby appointed as an independent director pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force) for a term of 5 (five) consecutive years with effect from the date of passing of this resolution and whose tenure of office, so long as he remains an independent director, shall not be liable to retire by rotation."
7. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Shri Sachin Nath Chaturvedi (DIN 00553459), in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 ("the Act") is hereby appointed as an independent director pursuant to the provisions of Sections

149 and 152 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force) for a term of 5 (five) consecutive years with effect from the date of passing of this resolution and whose tenure of office, so long as he remains an independent director, shall not be liable to retirement by rotation."

8. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Shri Sandeep Hemendra Junnarkar (DIN: 00003534), in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 ("the Act") is hereby appointed as an independent director pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force) for a term of 5 (five) consecutive years with effect from the date of passing of this resolution and whose tenure of office, so long as he remains an independent director, shall not be liable to retirement by rotation."

9. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Shri Anup Pravin Shah (DIN 00293207), in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 ("the Act") is hereby appointed as an independent director pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force) for a term of 5 (five) consecutive years with effect from the date of passing of this resolution and whose tenure of office, so long as he remains an independent director, shall not be liable to retirement by rotation."

10. 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 all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force) Messrs ABK & Associates, Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of cost records of

the Company for the financial year ending March 31, 2015 be paid a remuneration of ₹ 50,000/- excluding service tax and re-imbursement of all out-of-pocket expenses incurred by Messrs ABK & Associates during the course of the audit.”

By Order of the Board of Directors

Mumbai

12<sup>th</sup> August, 2014

**A. Datta**

**Company Secretary**

**Registered Office:**

A-3, M.I.D.C. Indl. Area,

Nanded 431 603, Maharashtra.

**CIN:** L17120MH1985PLC036500

**e-mail for investors:** cs2@jaicorpindia.com

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.** The instrument appointing a proxy or Power of Attorney, if any, under which it is signed should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Corporate Members are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote at the Meeting.
3. The Register of Members and Share Transfer Books will remain closed from Wednesday, the 10<sup>th</sup> day of September, 2014 to Friday, the 19<sup>th</sup> day of September, 2014 (both days inclusive).
4. The dividend recommended by the Board of Directors, if declared at the Meeting will be payable to those Members whose names are registered in the Register of Members of the Company at close of business on Tuesday 9<sup>th</sup> September, 2014.
5. Un-paid/ un-claimed dividend for the financial years 2007-08, 2008-09, 2009-10 2010-11, 2011-12 and 2012-13 will be transferred to the Investor Education and Protection Fund on or after 01<sup>st</sup> October, 2015, 29<sup>th</sup> October, 2016, 06<sup>th</sup> October, 2017, 22<sup>nd</sup> October, 2018, 27<sup>th</sup> October, 2019 and 4<sup>th</sup> November, 2020 respectively pursuant to the provisions of Section 124 of the Companies Act, 2013. The members who have not cashed their dividend warrant/s are requested to immediately make their claims to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private Limited. It may be noted that pursuant to Section 124(6) of the Companies Act, 2013, all shares in respect of which unpaid or unclaimed dividend has been transferred shall also be transferred by the Company in the name of Investor Education and Protection Fund.
6. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificate will be returned to the Member/s after making requisite changes thereon.
7. The Securities and the Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding securities in the electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private Limited.
8. Non-resident Indian shareholders are requested to inform the Company immediately:-
  - i. Change in residential status on return to India for permanent settlement.
  - ii. Particulars of bank account maintained in Indian with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
  - iii. Copy of Reserve Bank of India permission.
9. Consequent to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations in respect of shares held by them are requested to send the necessary particulars in Form No. SH. 13 (available on request) to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private Limited.
10. Brief resume of all Directors who are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of other companies in which they hold directorships and memberships/chairmanships of Committees of the Board, shareholdings and relationships between Directors *inter-se* as required to be provided pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are given elsewhere in the Annual Report.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies ( Management and Administration) Rules, 2014 and Rule 11 of the Companies ( Accounts) Rules, 2014 service of documents through electronic mode is now permitted.
12. Pursuant to Sections 107 and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is required to provide to its members facility to exercise their right to vote at this meeting by electronic means in respect of all the items set forth in this Notice. Procedure concerning e-voting is given on the reverse of the Attendance Slip-cum- Proxy Form. Once the vote on a resolution is cast by the shareholder, he/ she shall not be allowed to

change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the meeting.

By Order of the Board of Directors

Mumbai  
12<sup>th</sup> August, 2014

**A. Datta**  
**Company Secretary**

**Registered Office:**

A-3, M.I.D.C. Indl. Area,  
Nanded 431 603, Maharashtra.

**CIN:** L17120MH1985PLC036500

**e-mail for investors:** cs2@jaicorpindia.com

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**Item Nos. 6:**

**Appointment of Shri K. M. Doongaji as an independent director:**

Shri K. M. Doongaji (DIN 00090939), having wide experience in project and corporate finance is a non-executive independent director of the Company. He joined the Board of Directors in June, 1999. He is the Chairman of the Company's Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act") , Shri K.M. Doongaji, already an independent director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, is eligible for appointment as an independent director pursuant to Section 149 (6) and all other applicable provisions, if any, of the Act read with revised Clause 49 (to take effect from 1<sup>st</sup> October, 2014) of the Listing Agreement for a term of 5 (five) consecutive years. The Company has received from a member notice in writing pursuant to Section 160 of the Act along with the requisite deposit proposing the name of Shri K. M. Doongaji for the office of independent director. Shri K.M. Doongaji has given a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence as provided in Section 149 (6) of the Act. Pursuant to Section 149 (10) of the Act it is proposed to appoint him for a term of 5 consecutive years during which he will not, so long he remains an independent director, be liable to retirement by rotation pursuant to Section 149(13) of the Act.

The Board is of the opinion that Shri K. M. Doongaji fulfills the conditions specified in the Act as well as in the Listing Agreement for the appointment of an independent director. A copy of the draft letter for appointment of Shri K. M. Doongaji as an independent director setting out the terms and conditions specified in Schedule IV to the Act is open for inspection at the Registered Office of the Company by any member during normal business hours without payment of any fee and shall also be posted on the Company's website. Shri K. M. Doongaji is independent of the management.

The Board of Directors is of the opinion that the continued association of Shri K. M. Doongaji with the Company to be beneficial to the Company and accordingly recommend the resolution set out in Item No. 6 of the accompanying Notice for approval of the members.

Other than Shri K. M. Doongaji, no other Director/ Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution except as a member of the Company.

**Item Nos. 7:**

**Appointment of Shri S.N. Chaturvedi as an independent director:**

Shri S.N. Chaturvedi (DIN 00553459) , a practicing Chartered Accountant, is a non-executive independent director of the Company. He joined the Board of Directors in March, 2004. He is a member of the Company's Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act") , Shri S.N. Chaturvedi,

already an independent director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, is eligible for appointment as an independent director pursuant to Section 149 (6) and all other applicable provisions, if any, of the Act read with revised Clause 49 (to take effect from 1<sup>st</sup> October, 2014) of the Listing Agreement for a term of 5 (five) consecutive years. The Company has received from a member notice in writing pursuant to Section 160 of the Act along with the requisite deposit proposing the name of Shri S.N. Chaturvedi for the office of independent director. Shri S.N. Chaturvedi has given a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence as provided in Section 149 (6) of the Act. Pursuant to Section 149 (10) of the Act it is proposed to appoint him for a term of 5 consecutive years during which he will not, so long he remains an independent director, be liable to retirement by rotation pursuant to Section 149(13) of the Act.

The Board is of the opinion that Shri S.N. Chaturvedi fulfills the conditions specified in the Act as well as in the Listing Agreement for the appointment of an independent director. A copy of the draft letter for appointment of Shri S.N. Chaturvedi as an independent director setting out the terms and conditions specified in Schedule IV to the Act is open for inspection at the Registered Office of the Company by any member during normal business hours without payment of any fee and shall also be posted on the Company's website. Shri S.N. Chaturvedi is independent of the management.

The Board of Directors is of the opinion that the continued association of Shri K. M. Doongaji with the Company to be beneficial to the Company and accordingly recommend the resolution set out in Item No. 7 of the accompanying Notice for approval of the members.

Other than Shri S.N. Chaturvedi, no other Director/ Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

### **Item Nos. 8:**

#### **Appointment of Shri S.H. Junnarkar as an independent director:**

Shri S.H. Junnarkar (DIN 00003534), an advocate and solicitor, is a non-executive independent director of the Company. He joined the Board of Directors in August 1994. He is a member of the Company's Nomination and Remuneration Committee. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act"), Shri S.H. Junnarkar, already an independent director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, is eligible for appointment as an independent director pursuant to Section 149 (6) and all other applicable provisions, if any, of the Act read with revised Clause 49 (to take effect from 1<sup>st</sup> October, 2014) of the Listing Agreement for a term of 5 (five) consecutive years. The Company has received from a member notice in writing pursuant

to Section 160 of the Act along with the requisite deposit proposing the name of Shri S.H. Junnarkar for the office of independent director. Shri S.H. Junnarkar has given a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence as provided in Section 149 (6) of the Act. Pursuant to Section 149 (10) of the Act it is proposed to appoint him for a term of 5 consecutive years during which he will not, so long he remains an independent director, be liable to retirement by rotation pursuant to Section 149(13) of the Act.

The Board is of the opinion that Shri S.H. Junnarkar fulfills the conditions specified in the Act as well as in the Listing Agreement for the appointment of an independent director. A copy of the draft letter for appointment of Shri S.H. Junnarkar as an independent director setting out the terms and conditions specified in Schedule IV to the Act is open for inspection at the Registered Office of the Company by any member during normal business hours without payment of any fee and shall also be posted on the Company's website. Shri S.H. Junnarkar is independent of the management.

The Board of Directors is of the opinion that the continued association of Shri S.H. Junnarkar with the Company to be beneficial to the Company and accordingly recommend the resolution set out in Item No. 8 of the accompanying Notice for approval of the members.

Other than Shri S.H. Junnarkar, no other Director/ Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

### **Item Nos. 9:**

#### **Appointment of Shri A.P. Shah as an independent director:**

Shri A. P. Shah (DIN 00293207), is a non-executive independent director of the Company. He joined the Board of Directors in May 2013. He is a member of the Company's Corporate Social Responsibility Committee. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act"), Shri A. P. Shah, already an independent director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, is eligible for appointment as an independent director pursuant to Section 149 (6) and all other applicable provisions, if any, of the Act read with revised Clause 49 (to take effect from 1<sup>st</sup> October, 2014) of the Listing Agreement for a term of 5 (five) consecutive years. The Company has received from a member notice in writing pursuant to Section 160 of the Act along with the requisite deposit proposing the name of Shri A.P. Shah for the office of independent director. Shri A.P. Shah has given a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence as provided in Section 149 (6) of the Act. Pursuant to Section 149 (10) of the Act it is proposed to appoint him for a term of 5 consecutive years during which he will not, so long he remains an independent director, be liable to retirement by rotation pursuant to Section 149(13) of the Act.



The Board is of the opinion that Shri A.P. Shah fulfills the conditions specified in the Act as well as in the Listing Agreement for the appointment of an independent director. A copy of the draft letter for appointment of Shri A.P. Shah as an independent director setting out the terms and conditions specified in Schedule IV to the Act is open for inspection at the Registered Office of the Company by any member during normal business hours without payment of any fee and shall also be posted on the Company website. Shri A.P. Shah is independent of the management.

The Board of Directors is of the opinion that the continued association of Shri A.P. Shah with the Company to be beneficial to the Company and accordingly recommend the resolution set out in Item No. 9 of the accompanying Notice for approval of the members.

Other than Shri A.P. Shah, no other Director/ Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

#### **Item Nos. 10:**

##### **Remuneration of Cost Auditor**

The Board of Directors has appointed Messrs ABK & Associates (Registration No. 000036 issued by the Institute of Cost Accountants of India) as the cost auditor of the Company for the financial year 2014-15. Pursuant to Section 148 of the Companies Act, 2013 read with Rule 3(B)(a)(v) of the Companies (cost records and audit) Rules, 2014 ('the Rules') if the turnover from the 'Steel' product crosses the thresholds limit of Rupees fifty crore or more, the Company shall be required to

maintain cost records and shall be required to get its cost records audited in accordance with these Rules for the financial year 2014-15. Pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 members are required to ratify the remuneration payable to the cost auditor.

Based on the recommendation of the Audit Committee, the Board of Directors has approved remuneration of ₹ 50,000/- to Messrs ABK & Associates excluding service tax and reimbursement of out-of-pocket expenses.

The Board of Directors accordingly recommends the Resolution set out at Item No. 10 of the accompanying Notice for approval of the members which is an enabling resolution.

No Director / Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

By Order of the Board of Directors

Mumbai  
12<sup>th</sup> August, 2014

**A. Datta**  
**Company Secretary**

##### **Registered Office:**

A-3, M.I.D.C. Indl. Area,  
Nanded 431 603, Maharashtra.

**CIN:** L17120MH1985PLC036500

**e-mail for investors:** cs2@jaicorpindia.com



# Jai Corp Limited

CIN: L17120MH1985PLC036500

Regd. Office: A-3, M.I.D.C. Indl. Area, Nanded- 431 603, Maharashtra

## ATTENDANCE SLIP 29TH ANNUAL GENERAL MEETING, SEPTEMBER 19, 2014

Sr.No. :

I, hereby, record my presence at the **TWENTY- NINTH ANNUAL GENERAL MEETING** of the Company held on Friday, the 19th day of September , 2014 at 11:00 a.m. at A-3, M.I.D.C. Industrial Area, Nanded- 431 603, Maharashtra.

Members Folio/DP ID-Client ID No.

Member's/Proxy's name in Block Letters

Signature of Member / Proxy

Regd. folio/\*Client ID :

No of Shares held :

\*Applicable for members holding shares in electronic form.

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the hall.



# Jai Corp Limited

CIN: L17120MH1985PLC036500

Regd. Office: A-3, M.I.D.C. Indl. Area, Nanded- 431 603, Maharashtra

### FORM No. MGT-11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Jai Corp Limited

Registered Office : A-3, M.I.D.C. Indl. Area, Nanded- 431 603, Maharashtra

Name of the Members(s) :

Registered Address :

E-mail Id :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the Company, to be held on the 19th day of September 2014 at 11.00 a.m. at A-3, M.I.D.C. Industrial Area, Nanded- 431 603, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the Resolution	Vote*	
		For	Against
1.	Consider and adopt:		
	a) Audited standalone financial statements, Reports of the Board of Directors and the Auditor		
	b) Audited consolidated financial statements, Report of the Auditor		
2.	Declaration of dividend on preference shares		
3.	Declaration of dividend on equity shares		
4.	Re-appointment of Shri V.S. Pandit who retires by rotation		
5.	Appointment of auditor and to fix their remuneration		
6.	Appointment of Shri K.M. Doongaji as an independent director		
7.	Appointment of Shri S.N. Chaturvedi as an independent director		
8.	Appointment of Shri S.H. Junnarkar as an independent director		
9.	Appointment of Shri A.P. Shah as an independent director		
10.	Approval of remuneration payable to the cost auditor.		

\* It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in any manner the proxy deems appropriate.

Signed this ..... day of ..... 2014

Signature of Member \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

AFFIX  
REVENUE  
STAMP

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- The proxy needs not be a member of the Company.
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

**The instructions for e-voting are as under:**

- A. In case a Member receiving an email from Karvy [for Members whose email addresses are registered with the Company/Depository Participant(s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii. Enter the login credentials (i.e., **User ID and password** mentioned below). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, Click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVENT” i.e., Jai Corp Limited.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail address [savitajyotiassociates05@gmail.com](mailto:savitajyotiassociates05@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_ EVENT NO.”
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- (i) User ID and initial password as provided below.**
- (ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The e-voting period commences on the **September 13, 2014 at 10:00 A.M. and ends on September 15, 2014 at 11:00 A.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, August 8, 2014, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Annual General Meeting ('AGM').
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date, being August 8, 2014.
- F. The Board of Directors has appointed **Ms. Savita Jyoti, Practicing Company Secretary as the Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- H. The Results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company ([www.jaicorplndia.com](http://www.jaicorplndia.com)) and the Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions at the relevant general meeting of members. The Results will be communicated to the BSE Limited and the National Stock Exchange of India Limited.

**ELECTRONIC VOTING PARTICULARS**

EVENT ( Electronic Voting Event Number)	User ID	Password / PIN