

# NOTICE

NOTICE is hereby given that the Thirty-first Annual General Meeting of the Members of Jai Corp Limited will be held on Wednesday the 21<sup>st</sup> day of September, 2016 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 the Auditor thereon.
  - 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 Mr. Anand Jain (DIN 00003514), 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 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 framed thereunder ("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 (Registration No. 000036 issued by the Institute of Cost Accountants of India), 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 31st March, 2017 be paid a remuneration of ₹ 3,60,000/- excluding service tax and re-imbursement of all out-of-pocket expenses incurred by Messrs ABK & Associates during the course of the audit."

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

"RESOLVED THAT approval be and is hereby given to the Company to give its consent to the transactions proposed to be entered into by its wholly-owned subsidiary company – Hind Agri Properties Limited with certain related parties;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors

Mumbai 23<sup>rd</sup> August, 2016 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:

- The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
- 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.
- The Register of Members and Share Transfer Books will remain closed from Thursday, the 15<sup>th</sup> day of September, 2016 to Wednesday, the 21<sup>st</sup> day of September, 2016 (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 Wednesday 14<sup>th</sup> September, 2016.
- 5. Where any item of business refers to any document which is to be considered at the Meeting, such document will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. and 2:00 p.m. on any working day of the Company up to the date of the Meeting.

# Sustaining our Strengths

- Un-paid/ un-claimed dividend for the financial years 2008-09, 2009-10 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 will be transferred to the Investor Education and Protection Fund on or after 29th October, 2016, 06th October, 2017, 22nd October, 2018, 27<sup>th</sup> October, 2019, 4<sup>th</sup> November, 2020, 25<sup>th</sup> October, 2021 and 29<sup>th</sup> October, 2022 respectively pursuant to the provisions of Section 205A of the Companies Act, 1956 (Corresponding Section 124 of the Companies Act, 2013 not yet enforced). 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.
- 7. 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.
- 8. 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.
- 9. 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.
- 10. In terms of 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.

- 11. A 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 Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given elsewhere in the Annual Report.
- 12. 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.

#### Remote e-voting

13. Pursuant to Sections 107 and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44(1) of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility of remote e-voting to exercise their right to vote on resolutions proposed at this meeting by electronic means in respect of all the Items of business set forth in this Notice. Detailed procedure concerning e-voting is given on the reverse of the Attendance Slip-cum- Proxy Form. Facility for voting by ballot shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be entitled to exercise their right at the meeting. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.

By Order of the Board of Directors

Mumbai 23<sup>rd</sup> August, 2016 A. Datta Company Secretary

Registered Office: A-3, M.I.D.C. Indl. Area,

Nanded 431 603, Maharashtra. **CIN:** L17120MH1985PLC036500

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

#### Item No. 6:

#### 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 2016-17. Pursuant to Section 148 of the Companies Act, 2013 read with Rule 3(B) of the Companies (Cost Records and Audit) Amendment Rules, 2014 ('the Rules') the Company is required to maintain cost records and get them audited in accordance with these Rules for the financial year 2016-17. 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 ₹ 3,60,000/- to Messrs ABK & Associates excluding service tax and reimbursement of out-of-pocket expenses.

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 6 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.

#### Item No. 7:

#### Consent to the Company

Hind Agri Properties Limited, a wholly-owned subsidiary of the Company, has proposed to sale certain parcels of land in Maharashtra held by it to certain relatives of those non-independent Directors, who are part of the promoter group of the Company. As these transactions are in excess of ten per cent of the net worth of Hind Agri Properties Limited, pursuant to Regulation 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 ("the Rules") read with Sections 180 and 188 of the Companies Act, 2013 ("the Act") approval of the sole shareholder of Hind Agri Properties Limited is required to proceed with the transactions. The sole shareholder of Hind Agri Properties Limited is the Company. As the proposed buyers are relatives of certain non-independent promoter Directors of the Company, keeping in view the provisions of the Companies Act, 2013 and the standards of corporate governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is seeking prior approval of the non-promoter shareholders of the Company, who are not related parties to give its consent to the proposed transactions. As Hind Agri Properties Limited is not a material subsidiary as defined in Regulation 16 of the Listing Regulations approval is being sought by passing an ordinary resolution.

Information pursuant sub-rule 3 of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Name of the related party	Name of the director or key managerial personnel who is related	nature of relationship	nature, material terms, monetary value and particulars of the contract or arrangement	other information relevant for the members to take a decision
Ms. Nidhi Kanoi, Ms. Neha Bagaria and Ms. Ruchi Hanasoge	Directors - Mr. Gaurav Jain, Mr. Anand Jain and Mr. Virendra Jain respectively	Sister, Daughter and Daughter respectively	Consent for conveyance of approx. 61.44 acres of land in possession of Hind Agri Properties Limited in Maharashtra for an approx. consideration of ₹ 7.07 crore.	The total valuation of the land as per Dept. of Registration & Stamps, Government of Maharashtra is approx. ₹ 2.52 crore while the acquisition value is approx. ₹ 7.03 crore.

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the members which is an enabling resolution.

Other than the Directors Mr. Gaurav Jain, Mr. Anand Jain and Mr. Virendra Jain, their relatives Mrs. Laxmi Jain, Mrs. Sushma Jain, Mrs. Rina Jain, Mr. Jai Kumar Jain, Mr. Satyapal Jain, Mr. Ankit Jain and Mr. Harsh Jain as shareholders of the Company/ relatives of Ms. Nidhi Kanoi, Ms. Neha Bagaria and Ms. Ruchi Hanasoge 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. Also, the following companies, being part of the promoter group is deemed interested in the proposed Resolution: Hide n Chic Furniture Private Limited, Kasturi Trading Company Private Limited, Pet Fibres Limited, Richmond Traders Private Limited, Ridhi Synthetics Limited, Somerset Trading Private Limited and Sparsh Trading Private Limited.

By Order of the Board of Directors

Mumbai 23<sup>rd</sup> August, 2016 A. Datta Company Secretary

Registered Office: A-3, M.I.D.C. Indl. Area,

Nanded 431 603, Maharashtra. **CIN:** L17120MH1985PLC036500

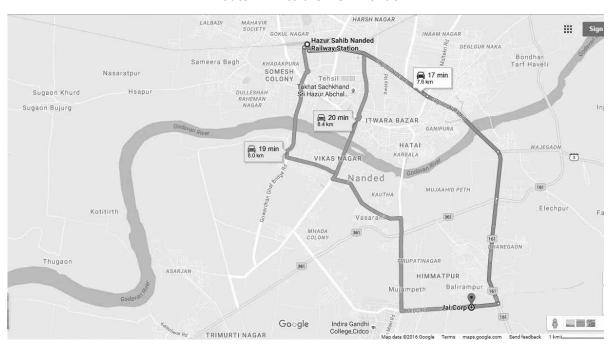
e-mail for investors: cs2@jaicorpindia.com

# Sustaining our Strengths

Details of Director seeking re-appointment at the 31<sup>st</sup> Annual General Meeting pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Anand Jain		
Date of Birth	14/01/1957		
Date of Appointment	24/09/2007		
Expertise in specific functional area	Entrepreneur with over 25 years' of experience in the various businesses.		
Qualification	B.Com.		
No. of shares held in the Company	36,10,240 equity shares & 1,90,000 preference shares		
Directorships in other listed entities and membership of committees of the board	Nil		
Directorships in other unlisted entities and	1.Jaicorp Welfare Foundation		
membership/ chairmanship of committees of the	2.Mumbai SEZ Limited		
board	3.Navi Mumbai SEZ Private Limited		
	4.Rewas Ports Limited		
	5. The Indian Film Combine Private Limited		
	6.Urban Infrastructure Venture Capital Limited		
	He is a member of the Audit Committee of Urban Infrastructure Venture Capital Limited.		
Number of Meetings of the Board attended during the year	All Meetings – 6 nos.		
Relationship between Directors inter se, Manager and other Key Managerial Personnel.	Is related to Mr. Virendra Jain and Mr. Gaurav Jain. Not related to any other Manager/ Key Managerial Personnel.		
DIN	00003514		
Category of directorship & designation	Promoter, Non-Executive Director & Chairman		
Remuneration	₹ 75,000/- as sitting fee for attending Board and Committee meetings.		

### Route MAP to the AGM Venue





Jai Corp Limited

CIN: L17120MH1985PLC036500

Regd. Office: A-3, M.I.D.C. Indl. Area, Nanded - 431 603, Maharashtra Email: cs2@jaicorpindia.com; Website: www.jaicorpindia.com

## ATTENDANCE SLIP 31<sup>ST</sup> ANNUAL GENERAL MEETING, SEPTEMBER 21, 2016

	ny presence at the <b>THIRTY-FIRST ANNUAL GENERAL M</b> idustrial Area, Nanded - 431 603, Maharashtra.	<b>EETING</b> of the Company held on Wednesday, the 21 <sup>st</sup> of	day of September, 20	16 at 11:00 a.m
D.P.ID		Folio No.		
Client ID		No. of Shares held		
Full name of the	Shareholder / Proxy (in block letters)		Signature	
	is attending the meeting in person or by proxy are requeste	ed to complete the attendance slip and hand over at the	· ·	
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	Jai C	Corp Limited		
( "Arr		120MH1985PLC036500		
COI L		Indl. Area, Nanded - 431 603, Maharashtra		
LIMITED	Email: cs2@jaicorpindi	ia.com; Website: www.jaicorpindia.com		
[P		orm No. MGT-11 ORM OF PROXY rule 19(3) of the Companies (Management and Adminis	stration) Rules, 2014]	
Name of the men	hher(c):	e-mail id:		
Traine of the men	15C1 (3).	Folio No/ Client Id:		
Registered Addre	ess:	DP ld:		
I/We, being the me	mber(s) of shares of the above named cor	mpany, hereby appoint		
1. Name:	A	ddress:		
E-mail ld:	S	ignature: or failing him		
2. Name:	A	ddress:		
E-mail ld:	Si	ignature: or failing him		
	A			
E-mail ld:	Si	ignature:		
	attend and vote (on a poll) for me/us and on my/our behalf at A-3, M.I.D.C. Industrial Area, Nanded - 431 603, Maha			
Resolution No.	Subject matter of the Resolution	, ,	For*	Against*
1	Consider and adopt:			
	a) Audited standalone financial statements, Reports of	the Board of Directors and Auditors		
	b) Audited consolidated financial statements, Report of			
2	Declaration of dividend on preference shares			
3	Declaration of dividend on equity shares			
4	1	Re-appointment of Mr. Anand Jain who retires by rotation		
5	Appointment of auditor and to fix their remuneration			
6	Approval of remuneration payable to the cost auditor			
7	Consent to the Company			
	out a 'X' in the appropriate column against the resolutions proxy will be entitled to vote in any manner the proxy deems		' column blank again	st any or all the Affix
Signed this	day of	2016		Revenue
Signature of shareholder Signature of Proxy holder(s)				Stamp
Note:				
1. This form of	proxy in order to be effective should be duly completed completed completed completed completed by the Meeting.	d and deposited at the Registered Office of the Comp	pany, not less than 4	8 hours befor
	eed 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 remote e-voting

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs 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). Event No. followed by 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., (name of the Company).
- 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 therein. 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
- 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: gattanianddagdiya@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
- xiii) In case a person has become the Member of the Company or a beneficial owner after the dispatch of AGM Notice but on or before the cut-off date i.e. **14<sup>th</sup> September, 2016**, may write to the Karvy on the email id: evoting@karvy.com or to Ms. C Shobha Anand, Contact No. 040-33215424, at [Unit: Jai Corp Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- 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 (xiii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on **Friday, the 16<sup>th</sup> September, 2016 at 10:00 a.m. and ends on Tuesday, the 20<sup>th</sup> September, 2016, at 5.00 p.m. During this period, the Members or beneficial owners holding shares of the Company in physical form or in dematerialized form, as on the cut-off date being <b>Wednesday, 14<sup>th</sup> September, 2016**, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. Further, the Members who have cast their votes by remote e-voting shall not be allowed to vote again in the meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQs 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 **Wednesday**, **14**<sup>th</sup> **September**, **2016**.
- F. The Company has appointed **Mr. Lokesh C. Dagdiya, Practicing Chartered Accountant (Membership No. ACA 155653) as the Scrutinizer** to scrutinize the remote e-voting process process as well as voting by ballot at the venue of the Annual General Meeting in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- H. The resolution(s) will be deemed to be passed on the Annual General Meeting 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 available on the website of the Company (www.jaicorpindia. com) and Service Provider's website (https://evoting.karvy.com) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN	