

NOTICE

NOTICE is hereby given that the Thirty-eighth Annual General Meeting of the Members of Jai Corp Limited will be held on Monday the 11th day of September, 2023 at 11:00 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the audited standalone financial statements and the Reports of the Board of Directors and the Auditor thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited standalone financial statements for the year ended 31st March, 2023 together with the Reports of the Directors and Auditor thereon be and are hereby considered, approved and adopted.”

- b. the audited consolidated financial statements and the Report of the Auditor thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited consolidated financial statements for the year ended 31st March, 2023 together with the Report of the Auditor thereon be and are hereby considered, approved and adopted.”

2. To declare a dividend on equity shares and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of 50% (i.e. ₹ 0.50) per equity share of face value ₹ 1/- each the equity shareholders of the Company holding 17,84,49,410 equity shares, for the financial year ended 31st March, 2023, whose names appear in the Register of Members at close of business on 4th September, 2023 be and is hereby declared to be paid out of the profits of the Company.”

3. To appoint a Director in place of Mr. Virendra Jain (DIN: 00077662), who retires by rotation, being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Virendra Jain (DIN: 00077662), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.”

AS SPECIAL BUSINESS:

4. To re-appoint Mr. Dinesh Deokinandan Paliwal (DIN: 00524064) as a Whole Director with the designation of Director- Works and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 2(51), 196, 197 and 203 of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act, Rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder together with Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) including any statutory modification or re-enactment thereof for the time being in force, Mr. Dinesh Deokinandan Paliwal (DIN: 00524064) be and is hereby re-appointed as the Whole-time Director of the Company, with the designation of Director-Works, for a period of 3 (three) years with effect from 1st April, 2024 upon the terms and conditions as set out in explanatory statement annexed hereto, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with authority to the Board (which term shall include the Nomination and Remuneration Committee) to alter and vary terms and conditions of said appointment in such manner as may be agreed to between the Board and Mr. Dinesh Deokinandan Paliwal so long as any amended terms are not, in the opinion of the Board prejudicial to the interests of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To ratify the remuneration payable to the cost auditor for the financial year ending 31st March, 2024 and in this regard, 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) Tadhani and Co., Cost Accountants (Membership No. 33178 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, 2024 be paid a remuneration of ₹ 88,000/- excluding the Goods and Services Tax.”

By Order of the Board of Directors

Mumbai

11th August, 2023

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. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 10/2022 dated 28th December, 2022 read together with General Circulars No. 20/2020 dated 5th May, 2020, and No. 02/2022 dated 5th May, 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her 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 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice pursuant to MCA and SEBI Circulars.
4. The Register of Members and Share Transfer Books for shares held in physical form will remain closed from Tuesday, the 5th day of September, 2023 to Monday, the 11th day of September, 2023 (both days inclusive).
5. 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 Monday 4th September, 2023. Subject to approval of the Members at the AGM, the dividend will be paid within a week from the conclusion of the AGM, to the Members whose names appear on the Company’s Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the Members who have not furnished/ updated their bank account details. Shareholders are requested to register / update their complete bank details: (a) with their Depository Participant(s) with whom they maintain their demat accounts, if shares are held in dematerialised mode by submitting the requisite documents, and (b) with the Company / the Company’s Registrar and Share Transfer Agent (‘RTA’), KFin Technologies Limited (“KFinTech”), if shares held in physical mode, by submitting scanned copy of the signed request letter which shall contain shareholder’s name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details).
6. Un-paid/ un-claimed dividends up to financial year 2014-15 have been transferred to the Investor Education and Protection Fund (“the IEPF”) pursuant to the provisions of Section 205A of the Companies Act, 1956 and/or Section 124 of the Companies Act, 2013 (“the Act”). Un-paid/ un-claimed dividend for the financial years 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 will be transferred to the IEPF on or after 28th October, 2023, 15th October, 2024, 30th October, 2025, 31st October, 2026, 2nd February, 2027, 28th December, 2028 and 7th December, 2029 respectively pursuant Section 124 of the Act. The members who have not cashed their dividend warrant/s are requested to immediately make their claims to the Company/KFinTech. It may be noted that pursuant to Section 124(6) of the Act, all shares in respect of which unpaid or unclaimed dividend has been transferred shall also be transferred by the Company in the name of the IEPF. The Company has transferred all shares, held in physical or in dematerialized form, in respect of which dividend(s) for the financial year 2014-15 or before remained unpaid or unclaimed for seven years or more consecutively to the IEPF. Members may visit http://www.jaicorpindia.com/investor/unpaid_dividend.html to ascertain the status of their shares and/ or unclaimed dividend. Necessary details have also been uploaded on the website of IEPF Authority and the same can be

accessed through the link: www.iepf.gov.in. The shareholders whose shares as well as unclaimed dividends have been transferred to the IEPF can now claim back the same. The IEPF Refund webpage can be accessed by visiting: www.iepf.gov.in/IEPF/refund.html. Necessary details are also available with KFintech.

7. SEBI vide its notification dated 24th January, 2022 read with Circular dated 25th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks that are associated with physical shares and avail various benefits of dematerialisation Members are advised to dematerialise the shares held by them in physical form. Members can contact the KFintech/ Company for assistance in this regard. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has inter alia informed the norms for furnishing PAN, KYC Nomination. The Company had sent letters/ e-mails to the concerned Members, holding shares in physical form for furnishing the required details. Vide this Circular, SEBI has made it mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The folios wherein any one of the cited document/details are not available on or after October 01, 2023, shall be frozen by the RTA. Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the said CBDT circular, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.
8. Non-resident Indian shareholders are requested to inform the Company/ RTA immediately:-
 - i. Change in residential status on return to India for permanent settlement.
 - ii. Particulars of bank account maintained in India 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. In terms of Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular, 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/ KFintech. If a Member desires to opt out of Nomination he/she may submit the same in Form ISR – 3 or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to the /Company/KFintech in case the shares are held in physical form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Pursuant to Section 152 of the Companies Act, 2013, Mr. Virendra Jain (DIN: 00077662), who retires by rotation and being eligible, offers himself for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Other than Mr. Virendra Jain, Mr. Anand Jain and Mr. Gaurav Jain being related to Mr. Virendra Jain may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. The other relatives of Mr. Virendra Jain may be deemed to be interested in the said resolution to the extent of their shareholding interest. 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.

The Nomination and Remuneration Committee and the Board commend the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.
12. 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 Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given as an 'Annexure' to this Notice.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with KFintech (if shares are held

physically) or with relevant Depository Participant (if shares are dematerialised) so that they can receive the Annual Report and other communication from the Company electronically. Pursuant to Sections 20, 101 and 136 of the Act 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.

14. Members seeking any information with regard to the accounts or any matter to be placed at the Annual General Meeting are requested to write an email to the Company on or before 9th September, 2023 at Company’s designated email address for investors: cs2@jaicorpindia.com.

A. RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders

| Sr. No. | Particulars | Withholding Tax rate | Documents required (if any) |
|---------|---|--|---|
| 1 | Valid PAN updated in the Company’s Register of Members | 10% | No document required (if no exemption is sought). Please refer note (v) below. |
| 2 | No PAN/ valid PAN not updated in the Company’s Register of Members | 20% | No document required (if no exemption is sought). TDS / Withholding tax will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the shareholder other than individual is not registered with the Company/KFintech/ Depository Participant before the record date. |
| 3 | Shareholder falling in the category of “specified person” as defined in Section 206AB of Income Tax Act, 1961 | 20% | The PAN of the shareholder registered with the Company / KFintech / Depository Participant will be validated on “Compliance Check functionality for Section 206AB & 206CCA” on Reporting Portal of Income Tax Department & accordingly 20% TDS / Withholding tax will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is “specified person”. Please refer note (vi) below. |
| 4 | Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in the certificate | Lower tax deduction certificate obtained from Income Tax Authority before the record date. |
| 5 | Benefits under Income Tax Rule 37BA | Rates based on Applicability of Income Tax Act, 1961 to the beneficial owner | If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under the Income Tax Rule 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders. |

15. Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Acts, 2020 and 2021 dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders. The Company is required to deduct the tax at source (“TDS”) on the distribution of dividend income to its shareholders at the applicable rates. The TDS rate would vary depending on the residential status of the shareholder and documents registered with the Company/KFintech/ Depository Participant.

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no. 4 of the below table with the Company / KFinTech/ Depository Participant before the record date:

| Sr. No. | Particulars | Withholding Tax rate | Documents required (if any) |
|---------|--|----------------------|--|
| 1 | Submission of form 15G/15H | Nil | Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions. |
| 2 | Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc. | Nil | Documentary evidence that the said provisions are not applicable. |
| 3 | Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds. | Nil | Documentary evidence for coverage u/s 196 of Income Tax Act, 1961. |
| 4 | Category I and II Alternative Investment Fund | Nil | SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961. |
| 5 | <ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund | Nil | Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT). |
| 6 | National Pension Scheme | Nil | No TDS as per section 197A (1E) of Income Tax Act, 1961 |
| 7 | Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification. | Nil | Necessary documentary evidence substantiating exemption from deduction of TDS. |

B. NON-RESIDENT SHAREHOLDERS:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no. 4 of the table below with the Company / KFinTech before record date:

| Sr. No. | Particulars | Withholding Tax rate | Documents required (if any) |
|---------|--|--|---|
| 1 | Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)/ Other Non-resident shareholders | 20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial) | <p>FPI registration number / certificate. To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent Establishment / fixed base in India <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)</p> |

| Sr. No. | Particulars | Withholding Tax rate | Documents required (if any) |
|---------|---|-------------------------------|---|
| 2 | Indian Branch of a Foreign Bank | Nil | Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank. In case above documents are not made available, then TDS / Withholding tax will be at 40% (plus applicable surcharge and cess). |
| 3 | Availability of Lower/ NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in certificate | Lower tax deduction certificate obtained from Income Tax Authority. |
| 4 | Any non-resident shareholder exempted from Withholding Tax deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc. | NIL | Necessary documentary evidence substantiating exemption from Withholding Tax deduction. |

Notes:

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with KFintech post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>
- (ii) The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://ris.kfintech.com/form15> on or before the record date to enable the Company to determine the appropriate TDS / Withholding Tax rate applicable. Any communication on the tax determination/ deduction received after the record date shall not be considered. Formats of Form 15G / Form 15H can be downloaded from the link <https://ris.kfintech.com/form15>.
- (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ KFintech.
- (iv) In the case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (v) No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹ 5,000/-. However, where the PAN is not updated in Company/ KFintech/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹ 5,000/-. All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFintech (if shares are held in physical form) against all their folio holdings on or before the record date.
- (vi) The "specified person" as defined under Section 206AB of Income Tax Act, 1961 means a resident:
- the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired and;
 - the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in each of these two previous years.

Further, a non-resident person having a permanent establishment in India shall also be treated as "specified person" if the above conditions are met.

(vii) The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the record date.

(viii) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

16. Since the Annual General Meeting will be held through VC / OAVM, the route map to the venue of the Annual General Meeting is not annexed in this Notice.

17. Dispatch of the annual report Through Electronic Mode:

Based upon the MCA General Circular no. 10/2022 dated 28th December, 2022 read with General Circulars No. No. 20/2020 dated 5th May, 2020 and 02/2022 dated 5th May, 2022 and SEBI Circular NO. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent the manner permitted therein. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.jaicorpindia.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Share Transfer Agent, KFintech at [https:// evoting.kfintech.com](https://evoting.kfintech.com)

18. Instructions for E-Voting and joining the Annual General Meeting online are as follows:





A. Voting through electronic means:

i. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended and in terms of SEBI vide circular dated 9th December, 2020 "e-Voting Facility Provided by Listed Entities", the Company is providing to its Members,

the facility to exercise their right to vote on resolutions proposed to be considered at the 38th AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using the electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KFintech.

- ii. The Board of Directors has appointed Ms. Payal Kotak, a Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iii. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. The remote e-voting period commences on Friday, the 8th September, 2023 (9:00 a.m.) and ends on Sunday, the 10th September, 2023 (5:00 p.m.). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, (as on the cut-off date of 4th September, 2023) may cast their votes by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter.
- vi. Once the vote on a resolution is cast by a Member through e-voting, the concerned Member shall not be allowed to change it subsequently.
- vii. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- viii. All documents referred to in the accompanying Notice are open for inspection up to the date of the 38th AGM of the Company through electronic mode.
- ix. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the AGM through electronic mode.
- x. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode in terms of SEBI Circular dated 9th December, 2020:** Pursuant to SEBI circular no. SEBI/HO/CFD/

CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting Facility Provided by Listed Entities”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. 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 Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>Individual Shareholders holding securities in demat mode with NSDL:</p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz.https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 If you are 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 Visit the e-Voting 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-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> |

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with CDSL | <p>Individual Shareholders holding securities in demat mode with CDSL</p> <ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their Depository participants | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against Company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication or joining virtual meeting & voting during the meeting. |

Important Note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

| Login type | Helpdesk details |
|---|--|
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

xi. **Login method for e-voting and joining virtual meeting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode as under:**

(I) Members whose email ids are registered with the Company/ KFintech/DP will receive an email from KFintech informing them of their User ID and Password. Once a Member receives the email, he or she will need to go through the following steps to complete the e-voting process:

- a. Launch internet browser by typing <https://evoting.kfintech.com> in the address bar.
- b. Enter the login credentials (i.e. User ID and Password) which will be sent separately. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact toll free number 1800-309-4001 [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days] for your existing Password.
- c. After entering these details appropriately, click on “LOGIN”.
- d. 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 (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 address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your Password in case you have forgotten your Password. 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.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-voting Event Number for Jai Corp Limited.

- g. 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 on the cut-off date. If you do not want to cast your vote, select “ABSTAIN”.
- h. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. 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.
- j. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s). I. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: payalkotak.pk@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format “Corporate Name_EVENT NO.”
- m. In case of any query pertaining to e-voting, please visit ‘Help & FAQ’s section’ available at KFintech’s website <https://evoting.kfintech.com>.
- n. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.

- o. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 11th August, 2023, may obtain the User ID and Password in the manner as mentioned below.

- If e-mail address or mobile number of the Member is registered against Folio No./DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID and Client ID and PAN to generate a new Password.
- You may call Company’s Registrar KFinTech on toll free number 1800-309-4001 [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days] for any help.
- You may also send an e-mail request to einward.ris@kfintech.com.

- B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 Form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the

investor and retain copy(ies) with IPV stamping with date and initials; or

- b) Through hard copies which are self-attested, which can be shared on the address below; or

| Name | KFIN Technologies Limited |
|---------|---|
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQs can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

B. In case of members opting for e-voting on the day of the AGM:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those members, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. In case of any assistance during the AGM, members can contact Ms. C. Sobha Anand Dy. Vice President at toll free number 1800-309-4001

19. Instructions for members for attending the AGM through VC/ OAVM are as under:

- I. Members will be able to attend the AGM through VC/ OAVM provided by KFinTech by accessing the same at <https://emeetings.kfintech.com> and click on the “video conference” and access the members’ login

by using the remote e-voting credentials. The link for e-AGM will be available in members' login where the EVENT and the name of the company can be selected.

- II. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
 - III. Facility of joining the AGM through VC/OAVM shall opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM. This does not include large members/ shareholders (members/ shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors, etc. who are allowed to attend the AGM without any restrictions.
 - IV. Members will be allowed to attend the AGM through VC/ OAVM on first come first served basis.
 - V. Members are encouraged to join the AGM through laptops with any internet browsers for better experience.
 - VI. Members will be required to allow "camera" and use internet with a good speed to avoid any disturbance during the meeting.
 - VII. 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.
 - VIII. AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com> and click on "Post your Questions". Thereafter, the members may post their queries/ views in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. "Post your Questions" link shall commence on Friday, the 8th September, 2023 at 9.00 a.m. and close on Saturday, the 9th September, 2023 at 5.00 p.m.
 - IX. Speaker Registration during e-AGM session: Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on "Speaker Registration". You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. The speaker registration shall commence on Friday, the 8th September, 2023 at 9.00 a.m. and close on Saturday, the 9th September, 2023 at 5.00 p.m. The Company reserves the rights to restrict the number of speakers depending on availability of time for the AGM.
 - X. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>
 - XI. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 - XII. Members who need assistance before or during the AGM, can contact Ms. C. Shobha Anand, Dy. Vice President at toll free number 1800-309-4001.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 21. The voting result declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz., www.jaicorpindia.com and on the website of KFintech <https://evoting.kfintech.com/> immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
 22. Subject to receipt of requisite number of votes, the resolutions as stated in this Notice shall be deemed to have been passed on the date of the AGM i.e., Monday, the 11th September, 2023.

By Order of the Board of Directors

Mumbai
11th August, 2023

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 No. 4

Re-appointment of Mr. Dinesh D. Paliwal as Director- Works:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 11th August, 2023, re-appointed Mr. Dinesh D. Paliwal (DIN: 00524064) as an Executive Director with the designation of Director – Works of the Company for a period of three years commencing from 1st April, 2024 up to 31st March, 2027.

The draft Agreement proposed to be entered into with Mr. Dinesh D. Paliwal, *inter-alia*, contains the following terms: Salary: not exceeding ₹ 8,50,000/- per month. Commission: In addition to salary and perquisites, based on the net profits of the Company in a particular financial year computed in the manner laid down in Section 198 of the Act, as may be approved by the Board but not exceeding the limits laid down in Section 197 of the Act. **Perquisites and Allowances:** Accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilization of gas, electricity, water, furnishing and repairs, medical expenses/re-imburement for self and his family including dependents, leave travel concession for self and his family including dependents, club fees, medical insurance and such other perquisites and allowances as agreed/authorized by the Board up to ₹ 8,50,000/- per month, subject to overall ceiling of remuneration as stipulated under the Act. The minimum remuneration payable to Mr. Dinesh D. Paliwal in the event of loss or inadequacy of profits in any financial year during the period of his appointment will be subject to a maximum ceiling of ₹ 60,00,000/- per annum including the perquisites as set out in Part II Section II of Schedule V to the Companies Act, 2013. Either party may terminate this Agreement by giving the other 3 (three) months prior notice of termination in writing.

Mr. Dinesh D. Paliwal was paid a remuneration of ₹ 73,27,500/- - for the financial year ended 31st March, 2023.

Mr. Dinesh D. Paliwal has over 31 years' experience in the woven sacks and bags industry and has been associated with the Company for over 10 years holding several senior level posts.

Mr. Dinesh D. Paliwal has given his consent to the appointment. He satisfies all the conditions specified under Section 196(3) and Part- I of Schedule V to the Companies Act, 2013. He is not disqualified from being

appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors is of the opinion that the appointment of Mr. Dinesh D. Paliwal as the Director-Works will be beneficial to the Company and accordingly commends the Ordinary resolution set out in Item No. 4 of the accompanying Notice for approval of the members.

Other than Mr. Dinesh D. Paliwal, 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 No. 5

Remuneration of Cost Auditor:

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 2022-23.

The Board of Directors has appointed Tadhani and Co., Cost Accountants (Membership No. 33178 issued by the Institute of Cost Accountants of India) as the cost auditor of the Company for the financial year 2023-24. 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 ₹ 88,000/- to Tadhani and Co. excluding the Goods and Services Tax.

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 5 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
11th August, 2023

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

Annexure to the Notice dated 11th August, 2023

Details of Directors seeking appointment/ re-appointment/ continuation with appointment at the 37th Annual General Meeting pursuant to Regulation 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. Virendra Jain | Mr. Dinesh D. Paliwal |
|--|--|---|
| Age | 64 years | 53 years |
| Date of Appointment | 31/12/1986 | 01/04/2021 |
| Expertise in specific functional area/ brief resume | Entrepreneur with over 37 years' of experience in the various businesses | Has more than 31 years of experience in woven sacks manufacturing business. He has around 16 years' experience of working at a senior level, has been associated with the Company since 2010 and has held senior level positions of Vice President and Senior Vice President. |
| Qualification | B.Com | Mechanical Engineer |
| No. of equity shares held by a non-executive director in the Company including shares held as beneficial owner (as at xx.0x.2023) | 100 equity shares of face value ₹ 1 each | Nil |
| Directorships in other listed entities and membership of committees of the board. Listed entities from which the Director has resigned in the past three years | Nil | Nil |
| Directorships in other unlisted entities and membership/ chairmanship of committees of the board | Directorships- 1. Aero Developers Pvt. Ltd. 2. Aero Fibre Pvt. Ltd. 3. Aero Realty Pvt. Ltd. 4. Ajinkya Construction Pvt. Ltd. 5. Elixrr Industries Pvt. Ltd. 6. Hide-N-Chic Furniture Pvt. Ltd. 7. Iceberg Properties Pvt. Ltd. 8. Jaicorp Welfare Foundation (Sec. 8 co.) 9. Prashant Realtors Pvt. Ltd. 10. Roopjyot Engineering Pvt. Ltd. 11. Silvassa Fibres Pvt. Ltd. 12. Sincere Business Services Pvt. Ltd. 13. Sreetech Agglomerate Pvt. Ltd. 14. Sunrise Computers Pvt. Ltd. 15. Techfab (India) Industries Ltd. 16. VJ Developers Pvt. Ltd. | Nil |
| Number of Meetings of the Board attended during the year 2022-23 | 6 out of 6 | 6 out of 6 |

| Name of the Director | Mr. Virendra Jain | Mr. Dinesh D. Paliwal |
|--|--|--|
| Relationship between Directors <i>inter se</i> , Manager and other Key Managerial Personnel. | Is related to Mr. Anand Jain and Mr. Gaurav Jain | None |
| Terms and conditions of appointment/ re-appointment | In terms of Section 152(6) of the Companies Act, 2013, Mr. Virendra Jain who was appointed as a Non-executive Director at the Annual General Meeting held on 22/11/2021, is liable to retire by rotation. Being eligible has offered himself for re-appointment. | As per the resolutions at item nos. 4 of the Notice convening this Meeting read with the explanatory statement thereto, Mr. Dinesh D. Paliwal is proposed to be appointed as an executive director with the designation of Director – Works for a period of 3 years but is liable to retire by rotation. |
| Remuneration last drawn | ₹ 1,65,000/- as sitting fee for attending Board and Committee meetings. | 73,27,500/- |
| Remuneration proposed to be paid | Sitting fee for attending Board and Committee meetings as may be decided by the Board from time to time but not exceeding the limits specified under the Companies Act, 2013. | As per the resolution at item no. 4 of the Notice convening this Meeting read with the explanatory statement thereto. |
| DIN | 00077662 | 00524064 |
| Category of directorship & designation | Non- executive, promoter director and Vice-Chairman | Executive director, non-promoter, non-independent and Director- Works |