

NOTICE

NOTICE is hereby given that the Thirty-third Annual General Meeting of the Members of Jai Corp Limited will be held on Tuesday the 25th day of September, 2018 at 4.00 p.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 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the standalone audited financial statements for the year ended 31st March, 2018 together with the Reports of the Directors and Auditor thereon be and are hereby considered, approved and adopted.”
 - b. the consolidated audited financial statements and the Report of the Auditor thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the consolidated audited financial statements for the year ended 31st March, 2018 together with the Report of the Auditor thereon be and are hereby considered, approved and adopted.”
2. To declare a dividend on Preference 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 1% (i.e. Re. 0.01) per Preference Share of face value Re. 1/- each to the Preference Shareholders of the Company for the financial year ended 31st March, 2018, whose names appear in the Register of Members at close of business on 18th September, 2018 be and is hereby declared to be paid out of the profits of the Company.”
3. 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. Re. 0.50) per Equity Share of face value Re. 1/- each to the non-promoter Equity Shareholders of the Company holding 4,81,67,010 Equity Shares and to the exclusion of promoter Equity Shareholders holding 13,02,82,400 Equity Shares, for the financial year ended 31st March, 2018, whose names appear in the Register of Members at close of business on 18th September, 2018 be and is hereby declared to be paid out of the profits of the Company.”

4. To appoint a Director in place of Mr. Virendra Jain (DIN: 00077662), who retires by rotation and 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:

5. To re-appoint Mr. Gaurav Jain (DIN 00077770) as Managing Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013, Rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and all others applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, Mr. Gaurav Jain (DIN 00077770) be and is hereby re-appointed as the Managing Director of the Company, with the designation of Chief Executive Officer, for a period of 5 (five) years with effect from 04-06-2018 without any remuneration and on the terms and conditions as are set out in the agreement proposed to be entered into between the Company and Mr. Gaurav Jain a draft whereof is placed before the meeting, with authority to the Board (or any duly constituted committee thereof) to amend any terms of the draft Agreement as may be acceptable to the Company and Mr. Gaurav Jain, so long as any amended terms are not, in the opinion of the Board (or its committee), prejudicial to the interests of the Company;

RESOLVED FURTHER THAT till such time Mr. Gaurav Jain continues to remain the Managing Director he will not be liable to retire by rotation;

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.”

6. To re-appoint Mr. Vasudeo Shrinivas Pandit (DIN 00460320) as Director- Works and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013, Rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and all others applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any

statutory modification or re-enactment thereof for the time being in force, Mr. Vasudeo Shrinivas Pandit (DIN 00460320) be and is hereby re-appointed as Whole-time Director of the Company, with the designation of Director-Works, for a period of 3 (three) years with effect from 01-04-2018 at the remuneration set out in the accompanying Statement and on the terms and conditions as are set out in the Agreement proposed to be entered into between the Company and Mr. Vasudeo Shrinivas Pandit placed before this meeting, with authority to the Board (or any duly constituted committee thereof) to amend any terms of the draft Agreement as may be acceptable to the Company and Mr. Vasudeo Shrinivas Pandit, so long as any amended terms are not, in the opinion of the Board (or its committee), 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.”

7. To ratify the remuneration payable to the cost auditor for the financial year ending 31st March, 2019 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) Bhanwarlal Gurjar & Co. (Firm Registration No. 1010540 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, 2019 be paid a remuneration of Rs. 3,20,000/- excluding the Goods and Services Tax and re-imbursment of out-of-pocket expenses incurred by Bhanwarlal Gurjar & Co. during the course of the audit.”

By Order of the Board of Directors

Mumbai
13th August, 2018

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@jaicorbindia.com

NOTES:

1. 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.
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 for shares held in physical form will remain closed from Wednesday, the 19th day of September, 2018 to Tuesday, the 25th day of September, 2018 (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 18th September, 2018.
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. The aforesaid documents will be also available for inspection by members at the Meeting.

Un-paid/ un-claimed dividends up to financial year 2009-10 have been transferred to the Investor Education and Protection Fund (‘IEPF’) pursuant to the provisions of Section 205A of the Companies Act, 1956 and/or Section 124 of the Companies Act, 2013. Un-paid/ un-claimed dividend for the financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 will be transferred to the IEPF on or after 22nd October, 2018, 27th October, 2019, 4th November, 2020, 25th October, 2021, 29th October, 2022, 28th October, 2023 and 15th October, 2024 respectively pursuant 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 IEPF. The Company has already transferred certain shares 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 the Registrar and Share Transfer Agent, Karvy Computershare Private Limited.

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 notified amendments to the Listing Obligations and Disclosure Requirements Regulations, 2015 on 08th June, 2018 which will come into force on the one hundred and eightieth day from the date of its publication in the Official Gazette. Pursuant to this, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Pursuant to SEBI vide Circular dated 20th April, 2018 the Company has written to all shareholders holding shares in physical form to furnish their PAN, and bank account details. SEBI had previously 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, Karvy Computershare Private Limited. In case of residents of Sikkim, the requirement of PAN Card to be substituted with a valid identity proof issued

by Government.

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 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 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, Karvy Computershare Private Limited.
10. Pursuant to Section 152 of the Companies Act, 2013, 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. 4 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 Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.
12. A brief resume of all Director who are proposed to be re-appointed, nature of his 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.
13. Pursuant to coming into force of Section 40 of Companies (Amendment) Act, 2017, the provision contained in the Companies Act, 2013

that required the Company to place the matter relating to appointment of Auditor for ratification by members at every annual general meeting has been omitted. Hence, no resolution is proposed for ratification of the Auditor who was appointed in the 32nd Annual General Meeting held on 12th September, 2017.

14. 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

15. 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
13th August, 2018

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@jaicorbindia.com

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

Item No. 5:

Re-appointment of Mr. Gaurav Jain as the Managing Director

Subject to the approval of the members, the Board of Directors at their meeting held on 25th May, 2018, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Gaurav Jain (DIN 00077770) as the Managing Director of the Company for a period of five years commencing from 4th June, 2018 up to 3rd June, 2023. Mr. Gaurav Jain was appointed as the Managing Director for the first time on 4th June, 2008 and was re-appointed as the Managing Director with effect from 4th June, 2013. The draft Agreement proposed to be entered into with Mr. Gaurav Jain, *inter-alia*, contains the following terms:

Salary: Nil

Commission: Nil

Perquisites and Allowances: Nil

Either party may terminate this Agreement by giving the other 3 (three) months prior notice of termination in writing.

Mr. Gaurav Jain has voluntarily stopped taking any remuneration with effect from 1st November, 2015.

Mr. Gaurav Jain has given his consent to the re-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.

Mr. Gaurav Jain is a promoter director has wide ranging experience. He attended 5 meetings of the Board of Directors during 2017-18 and also attended the last Annual General Meeting.

Other than Mr. Gaurav Jain, Mr. Anand Jain and Mr. Virendra Jain being related to Mr. Gaurav Jain may be deemed to be interested in the resolution set out at Item No. 5 of the Notice. The other relatives of Mr. Gaurav 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 Board of Directors is of the opinion that the continued association of Mr. Gaurav Jain with the Company will be beneficial to the Company and accordingly commends the resolution set out in Item No. 5 of the accompanying Notice for approval of the members.

Item No. 6:

Re-appointment of Mr. V.S. Pandit as Director-Works:

Subject to the approval of the members, the Board of Directors at their meeting held on 14th February, 2018, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Vasudeo Shrinivas Pandit (DIN 00460320) as Director – Works of the Company for a period of three years commencing from 1st April, 2018 up to 31st March, 2021. Mr. Vasudeo Shrinivas Pandit was appointed as the Director – Works for the first time on 1st April, 1997 and has, from time to time, been re-appointed at the expiry of his earlier tenures.

The draft Agreement proposed to be entered into with Mr. Vasudeo Shrinivas Pandit, *inter-alia*, contains the following terms: **Salary:** not exceeding Rs. 5,00,000/- 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 re-imbursment of expenses or allowances for utilization of gas, electricity, water, furnishing and repairs, medical expenses/ re-imbursment 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 Rs. 5,00,000/- per month, subject to overall ceiling of remuneration as stipulated under the Act. The minimum remuneration payable to Mr. Vasudeo Shrinivas Pandit 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 Rs. 30,00,000/- 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. Vasudeo Shrinivas Pandit was paid a remuneration of Rs. 40,89,784/- for the financial year ended 31st March, 2018.

Mr. Vasudeo Shrinivas Pandit has given his consent to the re-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.

Mr. Vasudeo Shrinivas Pandit has over 42 years' experience in the woven sacks and bags industry. He attended 4 meetings of the Board of Directors during 2017-18 and also attended the last Annual General Meeting.

The Board of Directors is of the opinion that the continued association of Mr. Vasudeo Shrinivas Pandit with the Company will be beneficial to the Company and accordingly commends the resolution set out in Item No. 6 of the accompanying Notice for approval of the members.

Other than Mr. Vasudeo Shrinivas Pandit, 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. 7:

Remuneration of Cost Auditor

The Board of Directors has appointed Bhanwarlal Gujjar & Co. (Firm Registration No. 1010540 issued by the Institute of Cost Accountants of India) as the cost auditor of the Company for the financial year 2018-19. 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 2018-19. 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 Rs. 3,20,000/- to Bhanwarlal Gujjar & Co. excluding the Goods and Services Tax and reimbursement of out-of-pocket expenses.

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.

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
13th August, 2018

A. Datta
Company Secretary

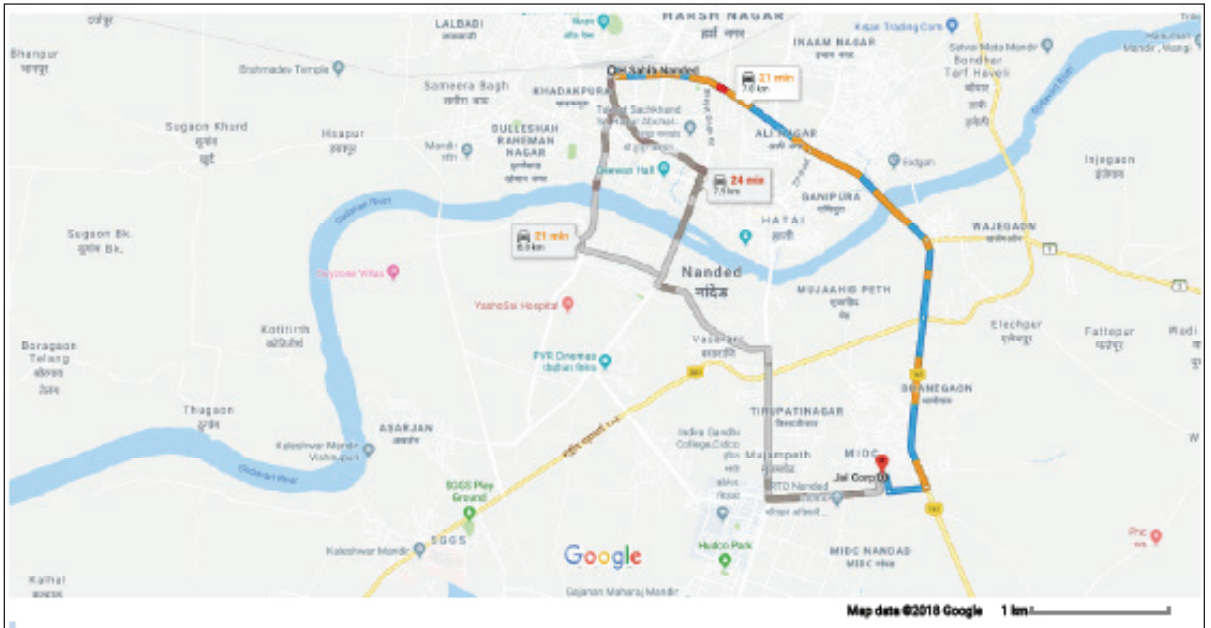
Registered Office: A-3, M.I.D.C. Indl. Area,
Nanded 431 603, Maharashtra.
CIN: L17120MH1985PLC036500
e-mail for investors: cs2@jaicorpindia.com

Details of Director seeking re-appointment at the 33rd 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. Virendra Jain	Mr. Gaurav Jain	Mr. Vasudeo S. Pandit
Age	59 years	38 years	67 years.
Date of Appointment	31/12/1986	12/03/2004 (first time as director) By Members- 21/09/2013 (re-appointed as Managing Director for 5 years w.e.f. 04/06/2013)	01/04/1997 (first time as director) By Members- 23/09/2015 (re-appointed as Director-Works for 3 years w.e.f.01/04/2015)
Expertise in specific functional area/ brief resume	Entrepreneur with over 30 years' of experience in business of plastic processing. Brief resume is given in the Corporate Governance Report forming part of this Annual Report.	Entrepreneur with over 17 years' of experience in business of plastic processing. Brief resume is given in the Corporate Governance Report forming part of this Annual Report.	Has over 42 years experience in woven sacks and bags industry Brief resume is given in the Corporate Governance Report forming part of this Annual Report.
Qualification	B.Com	B.Sc.(Econ), B.Sc.(Comp. Sc.)	B.Sc.
No. of equity shares held in the Company	100	1,694	Nil
Directorships in other listed entities and membership of committees of the board	None	None	None
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. Iceberg Properties Pvt. Ltd. 5. Jaicorp Welfare Foundation(Sec. 8 co.) 6. Jai Developers (Mumbai) Pvt. Ltd. 7. Jai Realty Ventures Ltd. 8. Kasturi Trading Co. Ltd. 9. Mrinalini Trading Co. Ltd. 10. Pet Fibres Ltd. 11. Prime Biotech (India) Ltd. 12. Prime Wovens Ltd. 13. Shree Om Brokers Pvt. Ltd. 14. Techfab (India) Industries Ltd. 15. Tufropes Pvt. Ltd.	Directorships- 1. Dhruvam Realtors Pvt. Ltd. 2. Geotech Lining Pvt. Ltd. 3. Jai Developers (Mumbai) Private Ltd. 4. Jai Laxmi Realty and Developers Ltd. 5. Jai Realty Ventures Ltd. 6. JKSP Samarpan Foundation (Sec. 8) 7. Kamal Agri Properties Pvt. Ltd. 8. Megaplast Packaging Pvt. Ltd. 9. Navnetra Trading Pvt. Ltd. 10. Navnirman Real Estate Pvt. Ltd. 11. Neo-Spectra Realtors Pvt. Ltd. 12. Novelty Realty & Developers Ltd. 13. Omni Realtors Pvt. Ltd. 14. Prashant Realtors Pvt. Ltd. 15. Richmond Traders Pvt. Ltd. 16. Samruddha Realtors Pvt. Ltd. 17. Shiva Land Infrastructure Pvt. Ltd. 18. Welldone Real Estate Ltd.	None
Number of Meetings of the Board attended during the year	5	5	4
Relationship between Directors <i>inter se</i> , Manager and other Key Managerial Personnel.	Is related to Mr. Anand Jain and Mr. Gaurav Jain	Is related to Mr. Anand Jain and Mr. Virendra Jain	None

Name of the Director	Mr. Virendra Jain	Mr. Gaurav Jain	Mr. Vasudeo S. Pandit
Terms and conditions of re-appointment	Liable to retire by rotation.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Gaurav Jain is proposed to be re-appointed as the Managing Director	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Vasudeo S. Pandit is proposed to be re-appointed as the Director – Works.
Remuneration last drawn	Not Applicable	Not Applicable Has voluntarily stopped accepting remuneration.	Rs. 40,89,784/- (as Director-Works).
Remuneration proposed to be paid	Not Applicable	Not Applicable	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto.
DIN	00077662	00077770	00460320
Category of directorship & designation	Non- executive, promoter Director and Vice Chairman	Managing Director, promoter director and Managing Director and Chief Executive Officer	Executive director, non-promoter, non-independent and Director-Works

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

ATTENDANCE SLIP 33rd ANNUAL GENERAL MEETING, SEPTEMBER 25, 2018

I, hereby, record my presence at the **THIRTY-THIRD ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 25th day of September, 2018 at 4:00 p.m. at A-3, M.I.D.C. Industrial Area, Nanded- 431 603, Maharashtra

D.P. ID	
Client ID	

Folio No.	
No. of Shares held	

Full name of the Shareholder/Proxy (in block letters) _____ Signature _____
 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: 17120MH1985PLC036500
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 member(s):	e-mail id:
Registered Address:	Folio No/ Client Id:
	DP Id:

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

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him _____
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him _____
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on the 25th day of September, 2018 at 4.00 p.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	For*	Against*
1	Consider and adopt: a) Audited standalone financial statements, Reports of the Board of Directors and 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 Mr. Virendra Jain who retires by rotation		
5	Re-appointment of Mr. Gaurav Jain as Managing Director		
6	Re-appointment of Mr. V.S. Pandit as Director-Works		
7	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 2018
 Signature of shareholder _____ 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 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 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 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: lokeshdagdiya@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. **18th September, 2018**, may write to the Karvy on the email id: evoting@karvy.com or to Ms. C Shobha Anand, Contact No. 040- 6716 2222, 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 21st September, 2018 at 10:00 a.m. and ends on Monday, the 24th September, 2018, 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 **Tuesday, 18th September, 2018**, 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 **Tuesday, 18th September, 2018**.
- 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 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, not later than 48 (forty-eight) 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 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