

Jai Corp Limited

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

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Jai Corp Limited will be held on Tuesday the 18th day of March, 2008 at 12.00 noon at the Registered Office of the Company at A-3, M.I.D.C. Industrial Area, Nanded-431 603, Maharashtra to transact the following business:

As Special Business

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Article 15 of the Articles of Association of the Company with the following as new Article 15:

“Until otherwise determined by a general meeting, the number of Directors of the Company shall not be less than three or more than twelve. Directors are not required to hold any shares in the Company as qualification shares.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 258 and all other applicable provisions, if any, of the Companies Act, 1956 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval be and is hereby accorded to increase in the number of Directors of the Company for the time being from 11 (eleven) to 12 (twelve).”

3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 310 and all other applicable provisions if any, of the Companies Act, 1956 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and in terms of Article 18 of the Articles of Association of the Company, approval of the Company be and is hereby given to increase the amount to be paid to each of the non-executive Directors (i.e. Directors other than Managing Director and Whole-time Directors) by way of ‘sitting fee’ for attending each meeting of the Board of Directors or any Committee constituted by the Board of Directors, from the existing Rs. 5,000/- upto an amount not exceeding Rs.20,000/- (Rupees Twenty thousand only) as may hereafter be decided by the Board of Directors.”

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:
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“RESOLVED THAT in supersession of the Ordinary Resolution passed at the 22nd Annual General Meeting of the Company held on 14th September, 2007, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, pursuant to the provisions of Section 293(1)(d) and all other applicable provisions if any, of the Companies Act, 1956 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Article 10 of the Articles of Association of the Company, to borrow any sum or sums of money (including external commercial borrowings in foreign denominated currencies from any foreign source/ countries as prescribed by guidelines, if any, in this respect) from time to time at their discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate upto a sum of Rs.5000,00,00,000/- (Rupees Five thousand crores only) notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may, at time, exceed the aggregate of the paid-up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized do all such acts, deeds, matters and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT further to the Special Resolution passed at the 22nd Annual General Meeting of the Company held on 14th September, 2007 pursuant to the provisions of Section 372A and all other applicable provisions, if any, of the Companies Act 1956 or any other law for the time being in force (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the prior consent of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), to acquire by way of subscription, purchase or otherwise the securities for an amount not exceeding in aggregate Rs.7500,00,00,000/- (Rupees Seven thousand and five hundred crores only) of companies engaged in real estate and infrastructure sectors and in all other suitable investment opportunities including investments in Urban Energy Generation Private Limited, Urban Energy Transmission Private Limited, Urban Energy Distribution Private Limited, Urban Water Supply Private Limited, Urban Infrastructure Construction Private Limited, Urban Communication Infrastructure Private Limited, Urban Infotech Solution Private Limited notwithstanding that the proposed investments together with investments already made by the Company exceed 60% of the paid up share capital and free reserves of the Company or 100% of its free reserves, whichever is more;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on the Board to any Committee of Directors or the Managing Director or any Director(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee/ Managing Director / Director(s) be and is hereby authorized to agree, make and accept all such terms(s), condition(s) modification(s) and alteration(s) as it/he may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations, or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee/ Managing Director / Director(s) in its/his absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they/he shall be deemed to have been given approval thereto expressly by the authority of this resolution.

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed at the 10th Annual General Meeting of the Company held on 11th September, 1995 approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) pursuant to the provisions of Section 293(1)(e) and all other applicable provisions if any, of the Companies Act, 1956 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), to contribute and/ or to subscribe to charitable and other funds not directly relating to the business of the Company or the welfare of its employees such amount or amounts the aggregate of which will not, in a financial year, exceed Rs.25,00,00,000/- (Rupees Twenty five crores only) notwithstanding that such amount may exceed the limits laid down in Section 293(1)(e) of the Companies Act, 1956.”

By Order of the Board of Directors

Place: Mumbai
Dated: 9th February, 2008.

A. Datta
Company Secretary

NOTES :

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the Meeting is annexed hereto.
 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
 3. 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 time of holding the aforesaid meeting.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item Nos. 1 & 2 :

Considering the growth of the Company, it is proposed to increase the strength of the Board from eleven to twelve. As such a change will require alteration of the Articles of Association, a Special Resolution is proposed at Item No.1 of the Notice. In terms of Section 258 of the Companies Act, 1956 such an increase will require approval of the Members by an Ordinary Resolution. Section 258 of the Companies Act, 1956 *inter alia* states that a Company in a general meeting may, by ordinary resolution increase or reduce the number of its directors within the limits fixed in that behalf by its articles. Article 15 of the Articles of Association of the Company has fixed the maximum number of Directors that the Company can have at eleven. To meet the new challenges and the Company's growing sphere of activities, it is imperative that the Company's Board be increased to enhance its effectiveness, which is central to maximizing long-term shareholder value. The appointment of an additional director, at such time as the Board of Directors deem appropriate, will achieve this objective. Accordingly, the Ordinary Resolution is proposed at Item No.2 of the Notice.

A print of the Memorandum and Articles of Association of the Company along with the draft of the proposed amendment will be available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on any working day of the Company upto the date of the Extra Ordinary General Meeting.

The Board commends the resolutions for approval by the Members.

None of the Directors is, in any way, concerned or interested in the said resolutions, except to the extent of their respective shareholding in the Company.

Item No. 3 :

The first proviso to Section 310 of the Companies Act, 1956 read with Rule 10B of the Companies (Central Government's) General Rules & Forms, 1956 as amended from time to time provides the following limits for payment of fees for attending each meeting of the Board of Directors or a Committee thereof:

(a)	Companies with a paid-up share capital and free reserves of Rs.10 crores and above or turnover of Rs.50 crores and above.	Sitting fees not to exceed the sum of twenty thousand.
(b)	Other companies	Sitting fees not to exceed the sum of ten thousand.

Article 18 of the Articles of Association provides for payment of such sitting fee as may be allowed by the Central Government.

Currently, the non-executive Directors of the Company are paid Rupees five thousand as sitting fee for attending each meeting of the Board or a Committee thereof. Considering the increase in activities of the Company, it is proposed to authorize the Board of Directors to fix the sitting fee payable to each Director for attending each meeting of the Board of Directors or a Committee thereof of an amount not exceeding Rupees twenty thousand only, being the maximum amount authorized by the Central Government.

The Board commends the resolution for approval by the Members.

