



# JBF Industries Limited

CIN : L99999DN1982PLC000128

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## NOTICE TO MEMBERS

**NOTICE IS HEREBY GIVEN THAT THE THIRTY EIGHTH (38TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF JBF INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY 30TH DECEMBER, 2020 AT 11.30 A.M. (IST) via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:**

1. To receive, consider and adopt Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Bhagirath C. Arya, (DIN : 00228665) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on Preference Shares to be carried forward to the next for payment.
4. To appoint of M/s. S C Ajmera & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office till for three years from the conclusion of the this Annual General Meeting and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and Rules made there under, M/s. S C Ajmera & Co. Chartered Accountants, (Registration No.002908C) the Chartered Accountants, Mumbai, be and is hereby appointed as the Auditors of the Company in place of M/s. Pathak H D Associates, whose term is expiring on conclusion of Annual General Meeting, to hold office until the conclusion of the Forty First Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting) at a remuneration as may be decided by the Board of Directors."

### SPECIAL BUSINESS

5. To re-appoint Mr. Bhagirath C Arya (DIN : 00228665) Whole Time Director, designated as Executive Chairman and in this regard to consider and if thought fit, to pass the following resolution as an **Special Resolution:**

**"RESOLVED THAT** in accordance with applicable provisions of Section 196 & 197 of the Companies Act, 2013, read with Schedule V, and as recommended by the Nomination and Remuneration Committee and by the Board of Directors in their meeting, Mr. Bhagirath C. Arya (DIN : 00228665) who holds office as Whole time Director designated as Executive Chairman of the Company till 30th September, 2020, be and is hereby re-appointed as Executive Chairman of the Company for further period of three years w.e.f. 1st October, 2020 to 30th September, 2023 as Executive Chairman of the Company be paid a monthly salary at the rate of ₹ 37,48,761 [Rupees Thirty Seven Lac Forty Eight Thousand Seven Hundred Sixty One Only] p. m payable on the last working day of each calendar month Monthly House Rent Allowance at the rate of 10% of the Basic Salary in case no accommodation is provided by the Company subject to deduction of all the taxes which the Company is required to deduct."

### And that

1. he will be entitled for reimbursement of Medical Expenses, incurred for himself, wife and dependant children ;
2. he will be entitled to claim expenses on account of Expenditure for Gas, Electricity, Water and Furnishings which shall be valued as per Income Tax Rules;
3. he will be entitled to subscribe for the membership of any two clubs;
4. he will be entitled to participate in the Provident Fund 12% of Basic, Superannuation, Group Insurance, Retirement and any other schemes provided by the Company for the benefit of its Senior Executives ;
5. he will be entitled for Gratuity not exceeding half months' salary for each completed year of service ;
6. he will be entitled for Leave Travel Allowance for himself, wife and dependant children within India and Abroad upto one month Salary;
7. he will be provided Company Car with chauffeur and expenses for upkeep of a car for company business will be borne by the Company ;
8. The Expenses of Telephone/Fax installed at the residence of the Chairman and used for business purposes will be borne by the Company ;
9. he will be entitled to such leave as the exigencies of the business shall permit and as may be mutually agreed. It however, expressly provided that the Executive Chairman shall be entitled to one month's leave for every 11 months of service.

However, the total monetary value of Encashed Leave at the end of the Tenure will not be included in the Computation of ceiling of perquisites;

10. The commission not exceeding 1% of the Net Profits of the Company shall be paid to Mr Bhagirath C Arya, annually subject to a ceiling of 100% of the annual salary;

The remuneration payable as aforesaid shall be paid to Mr. Bhagirath C Arya as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013 in the case of absence or inadequacy of profits in any financial year during the term and the Board of Directors be and are hereby authorised to vary or increase, augment, reduce or enhance the scope of the remuneration and perquisites including the monetary value, thereof as referred to hereinabove to the extent upto ₹ 7 (Seven) Crores per year of the gross amount of remuneration excluding the amount of commission payable to him, however, the same may be enhanced, augmented, altered, or varies in accordance with any guidelines regarding payment of managerial remuneration under the Companies Act, 2013 from time to time in force, and that the agreement between the Company and Mr. Bhagirath C Arya, suitably amended to give effect to those amendments and who holds office as Executive Chairman by making his office liable to retire by rotation and continue holding office upto 30th September, 2023.

6. To Consider appointment & Remuneration payable to Mr. S N Shetty (Din : 07962778) as Director-Legal & Admn and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the being in force) Mr. S N Shetty (Din : 07962778) who was appointed as an Additional Director on 18th November, 2019, pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company received a notice in writing under Section 160

of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Director-Legal & Admn of the Company, to hold office from 18th November, 2019 to 17th November, 2022, and who will be liable to retire by rotation.

### And

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196 & 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the being in force) and as recommended by the Nomination and Remuneration Committee and by the Board of Directors in their meeting held on 18th November, 2019, Mr. S N Shetty (Din : 07962778) be paid a monthly salary at the rate of ₹ 3,57,122 [Rupees Three Lacs Fifty Seven Thousand One Hundred Twenty Two Only] p.m. with effect from 18th November, 2019, payable on the last working day of each calendar month subject to deduction of all the taxes which the Company is required to deduct."

### And that in addition to the above monthly salary he will be entitled for

1. Reimbursement of education expenses equivalent to ₹ 7,616 [Rupees Seven Thousand Six Hundred Sixteen Only] per month ;
2. Reimbursement of conveyance expenses equivalent to ₹ 7,616 [Rupees Seven Thousand Six Hundred Sixteen Only] per month ;
3. Reimbursement of medical expenses incurred for himself, wife and dependent children subject to a maximum of ₹ 1,250 [Rupees One Thousand Two Hundred Fifty Only] per month.
4. Reimbursement of Telephone expenses upto a maximum of ₹ 7,615 [Rupees Seven Thousand Six Hundred Fifteen Only] per month ;
5. He will be entitled for Special Allowance of ₹ 6,760 [ Rupees Six Thousand Seven Hundred Sixty Only] per month ;
6. Participation in the Provident Fund and any other schemes provided by the Company for the benefit of its Senior Executives;
7. He will be entitled to one month's leave for every 11 months of service or such leave as the exigencies of the business shall permit and as may be mutually agreed. However, the total monetary value of encashed leave at the end of the Tenure will not be included in the Computation of ceiling of perquisites;

**"RESOLVED FURTHER THAT** the remuneration payable as aforesaid shall be paid to Mr. S N Shetty (Din : 07962778), Director Legal & Admn, as minimum remuneration in accordance with in the case of absence or inadequacy of profits in any financial year during the term of his office and that the Board of Directors be and is hereby authorised to vary or increase, or enhance the scope of the remuneration and perquisites including the monetary value thereof, as referred to hereinabove to the extent of 25% of the Gross amount of remuneration but the same may be enhanced, altered, or varied in accordance with any guidelines regarding payment of managerial remuneration under the Companies Act, 2013, from time to time in force and that the agreement between the Company and Mr. S N Shetty, Director Legal & Admn, be suitably amended to give effect to those amendments."

**FURTHER RESOLVED THAT** notwithstanding anything contained herein above, in any financial year, the remuneration payable to the appointee shall be within the limits stated in sub Section II (A) of the Part II of the Schedule V to the Companies Act, 2013, as may be amended from time to time."

7. To consider appointment and remuneration of Mrs. Ujjwala Apte (DIN: 03219422) Additional Director from 18th November, 2019 to till the forthcoming Annual General Meeting and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the being in force) Mrs. Ujjwala Apte (Din : 00403378) who was appointed as an Additional Director on 18th November, 2019, pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as as Director-Company Secretary of the Company, to hold office upto 17th November, 2022, and who will be liable to retire by rotation.

**And**

**RESOLVED THAT** Mrs. Ujjwala Apte (Din : 00403378) be paid a monthly salary at the rate of ₹ 3,23,215 [Rupees Three Lacs Twenty Three Thousand Two Hundred Fifteen Only] p.m with effect from 18th November, 2019, payable on the last working day of each calendar month subject to deduction of all the taxes which the Company is required to deduct."

**And that in addition to the above monthly salary he will be entitled for**

1. Reimbursement of entertainment expenses equivalent to ₹4912 [Rupees Four Thousand Nine Hundred Twelve Only] per month ;
2. Reimbursement of medical expenses incurred for herself, husband and dependent children subject to a maximum of ₹ 1,250 [Rupees One Thousand Two Hundred Fifty Only] per month.
3. Reimbursement of Motor car expenses upto a maximum of ₹ 23,703 [Rupees Twenty Three Thousand Seven Hundred Three Only] per month ;
4. She will be entitled for Special Allowance of ₹ 20,286 [ Rupees Twenty Thousand Two Hundred Eighty Six Only] per month ;
5. Entitlement of Bonus payment of ₹ 26,935 [Rupees Twenty Six Thousand Nine Hundred Thirty Five only] per month ;
6. She will be entitled for Leave Travel Allowance upto ₹ 26,935 [Rupees Twenty Six Thousand Nine Hundred Thirty Five only] per month ;
7. Gratuity not exceeding half months' salary for each completed year of service ;
8. Participation in the Provident Fund and any other schemes provided by the Company for the benefit of its Senior Executives;
9. She will be entitled to one month's leave for every 11 months of service or such leave as the exigencies of the business shall permit and as may be mutually agreed. However, the total monetary value of encashed leave at the end of the Tenure will not be included in the Computation of ceiling of perquisites;

**"RESOLVED FURTHER THAT** the remuneration payable as aforesaid shall be paid to Mrs. Ujjwala Apte (Din : 00403378), Director & Company Secretary, as minimum remuneration in accordance with in the case of absence or inadequacy of profits in any financial year during the term of her office and that the Board of Directors be and is hereby authorised to vary or increase, or enhance the scope of the remuneration and perquisites including the monetary value thereof, as referred to hereinabove to the extent of 25% of the Gross amount of remuneration but the same may be enhanced, altered, or varied in accordance with any guidelines regarding payment of managerial remuneration under the Companies Act, 2013, from time to time in force and that the agreement between the Company and Mrs. Ujjwala Apte, Director-Company Secretary, be suitably amended to give effect to those amendments."

8. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of the Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr.Vijay Bhavchandbhai Patel the Cost Auditors of the Company as appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, be paid remuneration of ₹ 1,75,000 (Rupees One Lac Seventy Five Thousand) per annum inclusive of all expenses."

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

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to Chairman or to Managing Director or any Committee of Directors or any other officer of the Company to give effect to the aforesaid resolution."

9. To approve related party transactions and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and in accordance with the applicable laws and of the Company and / or by a duly authorised committee thereof for the time being exercising powers conferred by the Board of Directors (hereinafter referred to as 'Board') the consent of the Company be and is hereby accorded to carry out transactions, with foreign / Indian subsidiary companies/ firms and or foreign / Indian related party, upto 25% of the turnover of the Company and in the ordinary course of business at arm's length relationship basis and at market related prices.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings on behalf of the Company as may necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental there to."

**By order of the Board of Directors**

**Mrs. Ujjwala Apte**  
Company Secretary  
Membership No. A3330

Place : Mumbai

Date : 11th November, 2020

## ANNEXURE TO NOTICE EXPLANATORY STATEMENT

**As required under Section 102(1) of the Companies Act, 2013, the following Explanatory Statement is set out all material facts relating to items of special business mentioned in the Notice.**

### Item No. 5

Mr. Bhagirath C Arya, whole time Director, was appointed on 25th September, 2015, as Executive Chairman of the Company to hold office for five years with effect from 1st October, 2015. He was paid remuneration based on the terms and conditions approved by the shareholders on 25th September, 2015 till the date of this Annual General Meeting. On the recommendation of Nomination Committee, the Board has proposed and passed the resolution in their meeting held 10th September, 2020, for the re-appointment of Mr. Bhagirath C Arya, as Executive Chairman of the Company for a further period of three years w.e.f. 1st October, 2020, on such remuneration & on such terms and conditions as mentioned in the resolution under item no. 5 of this notice.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. Bhagirath C Arya, Executive Chairman, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 5.

### Item No. 6

Mr. S N Shetty was appointed as an Additional Director on 18th November, 2019 during the year to hold office upto the conclusion of this Annual General Meeting of the Company.

The Company has received notices under Companies Act, 2013, for recommendation of candidature of Mr. S N Shetty for the office of the Director The Board recommends Mr. S N Shetty to be appointed as Director-Legal & Admn of the Company to hold office upto 17th November, 2022 and who will be liable to retire by rotation.

Pursuant to the requirement of the listing regulations, relating to the Corporate Governance, a statement containing brief profile of the above Director is included in Directors' Report, a part of the Annual Report.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. S N Shetty, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No.6.

#### Item No. 7

Mrs. Ujjwala Apte was appointed as an Additional Director on 18th November, 2019 to hold office upto the conclusion of this Annual General Meeting of the Company.

The Company has received notices under Companies Act, 2013, for recommendation of candidature of Mrs. Ujjwala Apte for the office of the Director The Board recommends Mrs. Ujjwala Apte to be appointed as Director-Company Secretary of the Company to hold office upto 31st December, 2023, and who will be liable to retire by rotation.

Pursuant to the requirement of the listing regulations, relating to the Corporate Governance, a statement containing brief profile of the above Director is included in Directors' Report, a part of the Annual Report.

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Mrs. Ujjwala Apte, being appointee is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 7.

#### Item No. 8

The Board, on the recommendation of Audit Committee in their Meeting held on 10th September, 2020, has approved the appointment and remuneration of the Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ending 31st March, 2021.

(i) In accordance with provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company.

(ii) Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors of for the financial year ending 31st March, 2020.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.8 of the Notice.

#### Item No. 9

The Board of Directors propose to carry out transactions, with foreign / Indian subsidiary companies/ firms and or foreign / Indian related party, upto 25% of the turnover of the Company and in the ordinary course of business at arm's length relationship basis and at market related prices. The Board of Directors further informs that the said transactions are not to be entered with the related parties mentioned under the provisions of section 188 of the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

**By order of the Board of Directors**

**Mrs. Ujjwala Apte**

Company Secretary

Membership No. A3330

Place : Mumbai

Date : 11th November, 2020

#### NOTES:

- In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OA VM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 38th AGM of the Company is being held through VC/OA VM on Wednesday, 30th December, 2020 11.30 hrs. (IST). The deemed venue for the 38th AGM will be Survey No.273, Village Athola, Silvassa-396 230.
- 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, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.

- The Company has notified closure of Register of Members and Share Transfer Books from 23rd December, 2020 to 30th December, 2020 (both days inclusive) for holding Annual General Meeting.
- Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime Pvt. Ltd.
- The Members whose names appear in the Register of Members / list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on Friday, 27th November, 2020, are entitled to vote on the resolutions set forth in this notice.
- Please note that any person, who acquires shares of the company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 23rd December, 2020 is entitled to vote and may obtain the login ID and password by sending a request by email to : <https://www.evoting.nsdl.com/> or sec.shares@jbfmail.com
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company/Link Intime India Pvt. Ltd.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- Members are requested to contact Link Intime Private Limited/ the Company for encashing the unclaimed dividends standing to the credit of their account.
- The detailed dividend history and due dates for transfer to IEPF are available on the website of the Company.
- CS Ronak Kalathiya failing him CS Jagdish Patel of M/s Jagdish Patel & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the remote e-voting process before and during AGM in a fair and transparent manner.
- The E-Voting period starts on Sunday, 27th December, 2020 at 9.00 a.m and ends on Tuesday, 29th December, 2020 at 5.00 p.m. The e-voting module shall be disabled by NSDL, for voting thereafter.

**Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:**

#### A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company i.e 112963 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.
- Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
- Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 38th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at [sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com) before 11.30 a.m (IST) on Friday, 26th December, 2020. Such questions by the Members shall be suitably replied by the Company.
- Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com) between Wednesday, 23rd December, 2020 (9.00 a.m. IST) and Friday, 26th December, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Ms. Pallavi Mhatre, Senior Manager, at +91 22 2499 4545.

## INSTRUCTIONS FOR E-VOTING

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID 8 Character DP ID followed by 8 Digit Client ID Client ID is 12***** then your user ID is IN300***12*****.
b) For Members holding shares in b) For Members holding shares in	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in company Physical Form	EVEN Number followed by Folio Number For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

#### 5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

#### 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com).

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

#### 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

#### 8. Now, you will have to click on "Login" button.

#### 9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

The E-Voting period starts on 27th December, 2020 at 9.00 a.m and ends on 29th December, 2020 at 5.00 p.m. The e-voting module shall be disabled by NSDL, for voting thereafter.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jppvapi13@csjpc.in](mailto:jppvapi13@csjpc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800- 222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)