



# JBF Industries Limited

CIN : L99999DN1982PLC000128

Regd. Office : SURVEY NO. 273, VILLAGE ATHOLA, SILVASSA -396 230

Tel.: + 91-0260-2642745, 2643861/62 Fax : + 91-0260-2642297

Website: <http://www.jbfindia.com> E-mail : [sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com)

## NOTICE TO MEMBERS

**Notice is hereby given that the Thirty-Fourth Annual General Meeting of the members of JBF Industries Limited will be held on Thursday, 29th September, 2016, at Daman Ganga Valley Resort, Silvassa – 396 230, at 11.30 a.m.**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2016 and Audited financial Statements and the Consolidated Audited Financial Statements of the Company for the financial Year ended 31st March, 2016 together with the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Veena Arya, (DIN: 00228818) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Director in place of Mr. N. K. Shah, (DIN: 00232130) who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare dividend on Preference Shares and on Equity Shares of the Company.
5. To ratify the appointment of M/s Chaturvedi & Shah, Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office till the conclusion of the next 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, re-appointment of M/s. Chaturvedi & Shah, Chartered Accountants, (Registration No. 101720W) the Chartered Accountants, Mumbai, be and is hereby ratified as the Auditors of the Company to hold office until the conclusion of the Thirty Fifth 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

6. To appoint Mr. Nikhil Srivastava (DIN: 07307617) as Investors Nominee Director 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 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. Nikhil Srivastava (DIN: 07307617), who was appointed as an Additional Director 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 notices in writing under Section 160 of the Companies Act, 2013 from members proposing his candidature for the office of the Director, be and is hereby appointed as an Nominee Director of the Company not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

7. To appoint Mr. Vijay Bapna (DIN: 02599024) as Non Executive Independent Director 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 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. Vijay Bapna (DIN: 02599024), who was appointed as an Additional Independent Director 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 notices in writing under Section 160 of the Companies Act, 2013 from members proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for 5 (Five) consecutive years commencing from 29th September, 2016.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

8. To consider remuneration given to Mr. N. K. Shah (DIN: 00232130) Whole Time Director, designated as Director – Commercial and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with section 197 & 198 and applicable provisions of the Companies Act, 2013, and as recommended by the Nomination and Remuneration committee and approved by the Board of Directors in their meeting held on 30th May, 2016, Mr. N. K. Shah (DIN: 00232130) Director-Commercial, be paid a monthly salary at the rate of ₹ 2,85,700 [Rupees Two Lac Eighty Five Thousand Seven Hundred Only] with effect from 1st April, 2016, 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 he will also be entitled for

1. Monthly House Rent Allowance equivalent to ₹ 57,140 [Rupees Fifty Seven Thousand One Hundred Forty Only] per month ;
2. Leave Travel Allowance equivalent to ₹ 2,85,696 [Rupees Two Lac Eight Five Thousand Six Hundred Ninety Six Only] per year;
3. Reimbursement of medical expenses incurred for himself, wife and dependant children subject to a maximum of ₹ 2,85,696 [Rupees Two Lac Eight Five Thousand Six Hundred Ninety Six Only] annually;
4. Reimbursement of entertainment expenses upto ₹ 5,500 [Rupees Five Thousand Five Hundred Only] per month and Travelling expenses for business purposes at actual;

5. Reimbursement of education and books & periodicals expenses equivalent to ₹ 3,290 [Rupees Three Thousand Two Hundred Ninety Only] and ₹ 5,500 [Rupees Five Thousand Five Hundred Only] per month respectively ;
6. Reimbursement of Actual Telephone expenses incurred by him per month;
7. The use of the Company car with chauffeur and expenses for upkeep of the car which will be borne by the Company ;
8. Participation in the Provident Fund and any other schemes provided by the Company for the benefit of its Senior Executives ;
9. Gratuity not exceeding half months' salary for each completed year of service as per Gratuity Act ;
10. 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. N. K. Shah, Director-Commercial 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 20% 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. N. K. Shah, Director-Commercial, be suitably amended to give effect to those amendments."

9. To consider the remuneration to Mr. Bhagirath C. Arya (DIN : 00228665) as Executive Director, of JBF Petrochemicals Ltd. and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** with the consent of the shareholders the Company do hereby approve the payment of remuneration of ₹ 40 lacs from JBF Petrochemicals Ltd., to Mr. Bhagirath C. Arya, as Executive Director, w.e.f. 12th May 2016, in addition to the remuneration paid by JBF Industries Ltd as Executive Chairman of the Company."

10. To consider the remuneration to Mr. Rakesh Gothi (DIN : 00229302) as Executive Director, JBF Petrochemicals Ltd. and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** with the consent of the shareholders the Company do hereby approve the payment of remuneration of ₹ 40 lacs from JBF Petrochemicals Ltd., to Mr. Rakesh Gothi, as Executive Director, w.e.f. 12th May 2016, in addition to the remuneration paid by JBF Industries Ltd as CEO & Managing Director of the Company.

11. To give remuneration to Mr. Abhishek Gothi as Deputy General Manager, and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Company do hereby accord its approval for payment of annual remuneration of AED 4,41,000 per year alongwith the perquisites from JBF RAK LLC, a subsidiary of the Company, to Mr. Abhishek R. Gothi, as Deputy General Manager – Marketing, son of Mr. Rakesh Gothi, CEO & Managing Director of JBF Industries Ltd.

12. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 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), Ms. Devashree Vijayakar 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, 2017, 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."

**BY ORDER OF THE BOARD OF DIRECTORS**

Place : Mumbai  
Date : 6<sup>th</sup> July, 2016

**UJJWALA APTE**  
**Company Secretary**

**NOTES :**

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.  
Pursuant to provision of section 105 of the Companies Act, 2013 read with applicable rules thereon, a person can act as a proxy on behalf of member 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 a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies/Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
4. The Company has notified closure of Register of Members and Share Transfer Books from 22nd September, 2016 to 29th September, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. One the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot paper before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Dividend, if declared at the Annual General Meeting, will be paid on or after the date of Annual General Meeting through NECS mode, who have selected NECS mode, who have selected NECS mode and by way of dividend warrants to other shareholders.
7. Shareholders are requested to address their correspondence in connection with Dividend Payments, to the Company.
8. 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.

9. 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 22nd September, 2016 are entitled to vote by Ballot Paper attending Annual General Meeting in person(s) on the resolutions set forth in this notice.
10. 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. Thursday, 22nd September, 2016, is entitled to vote and may obtain the login ID and password by sending a request by email to helpdesk.evoting@cdslindia.com or sec.shares@jbfmail.com
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Brief profile of Directors including those proposed to be appointed/re-appointed, are provided in the Corporate Governance Report forming part of the Annual Report.
13. 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.
14. 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.

### Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2016 (9:00 am) and ends on 28th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.  
NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting
- V. The process and manner for remote e-voting are as under:

#### A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - **Login**
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click **Login**.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of JBF Industries Limited
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

#### B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting.
- (ii) EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (iii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- (vii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (viii) 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(s).
- (ix) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016.  
NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting
- (x) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- (xi) A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- (xii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- (xiii) CS Mr. Akshar J. Patel, practicing Company Secretary of M/s. Jagdish Patel & Co., of Vapi, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xiv) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.  
NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper"
- (xv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xvi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company by Friday, 30th September, 2016 and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE India Ltd & BSE Limited, Mumbai.

# ANNEXURE TO NOTICE

## EXPLANATORY STATEMENT

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

### Item No. 2 & 3

Mrs. Veena Arya and Mr. N. K. Shah, Directors, retire from the Board by rotation and being eligible, offer themselves for re-appointment.

### Item No. 6

Mr. Nikhil Srivastava, was appointed as an Additional Nominee Director on 28th December, 2015 to hold office upto the conclusion of this Annual General Meeting of the Company.

The Company has received notices from the members signifying their intention to propose Mr. Nikhil Srivastava, as the candidate for the office of the Nominee Director.

The Board recommends appointment of Mr. Nikhil Srivastava, as Investor's Nominee Director of the Company not retiring by rotation.

Pursuant to the requirement of the listing agreement with the Stock Exchanges relating to the Corporate Governance, a statement containing a brief profiles in respect of the above Directors are included in Corporate Governance Report, a part of the Annual Report.

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

### Item No. 7

Mr. Vijay Bapna, was appointed as an Additional Independent Director on 28th December, 2015 to hold office upto the conclusion of this Annual General Meeting of the Company.

The Company has received notices from the members signifying their intention to propose Mr. Vijay Bapna, as their candidate for the office of the Director.

The Board recommends appointment of Mr. Vijay Bapna, as Independent Director of the Company to hold office for 5 years.

Pursuant to the requirement of the listing agreement with the Stock Exchanges relating to the Corporate Governance, a statement containing a brief profiles in respect of the above Directors are included in Corporate Governance Report, a part of the Annual Report.

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Mr. Vijay Bapna, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 7.

### Item No. 8

Mr. N. K. Shah, Director of the Company was appointed on 25th September, 2015, to hold office as Director-Commercial of the Company for three years with effect from 1st September, 2015. On the recommendation of Nomination & Remuneration Committee, the Board has proposed and passed the resolution in their meeting held on 30th May, 2016 to increase in his salary by 30% as mentioned in item nos. 8.

As per the earlier terms of Remuneration shareholders consent is required for the increase in salary more than 20%. Therefore, Shareholders are requested to give their consent for the same.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. N. K. Shah, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 8.

### Item No. 9

Considering the contribution and efforts of Mr. Bhagirath C Arya for the implementation of PTA Project of JBF Petrochemicals Ltd., the Board approved the payment of remuneration of ₹40 lacs from JBF Petrochemicals Ltd., to Mr. Bhagirath C Arya, Chairman, of the Company.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. Bhagirath C. Arya, Mrs. Veena Arya and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 9.

### Item No. 10

Considering the contribution and efforts of Mr. Rakesh Gothi for the implementation of PTA Project of JBF Petrochemicals Ltd., the Board approved the payment of remuneration of ₹40 lacs from JBF Petrochemicals Ltd., to Mr. Rakesh Gothi, CEO & Managing Director, of the Company.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. Rakesh Gothi, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 10.

### Item No. 11

Mr. Abishek R Gothi, son of Mr. Rakesh Gothi, CEO & Managing Director of JBF Industries Ltd., is drawing remuneration of AED 4,41,000 per year alongwith the perquisites as Deputy General Manager - Marketing from JBF RAK LLC a subsidiary of the Company. Shareholders are requested to give their consent for the payment of remuneration.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. Rakesh Gothi and Mr. Abhishek Gothi, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 11.

### Item No.12

The Board, on the recommendation of Audit Committee, 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, 2017.

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.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors of for the financial year ending 31st March, 2017.

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.12 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS**

Place : Mumbai  
Date : 6th July, 2016.

**MRS. UJJWALA APTE**  
Company Secretary

# FORM FOR UPDATION / REGISTRATION OF E-MAIL ADDRESS

## JBF INDUSTRIES LIMITED

Secretarial Department  
8th Floor, Express Towers  
Nariman Point  
Mumbai – 400 021.

Sending of Notices, Annual Reports and Account & other documents through Electronic Mode.

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

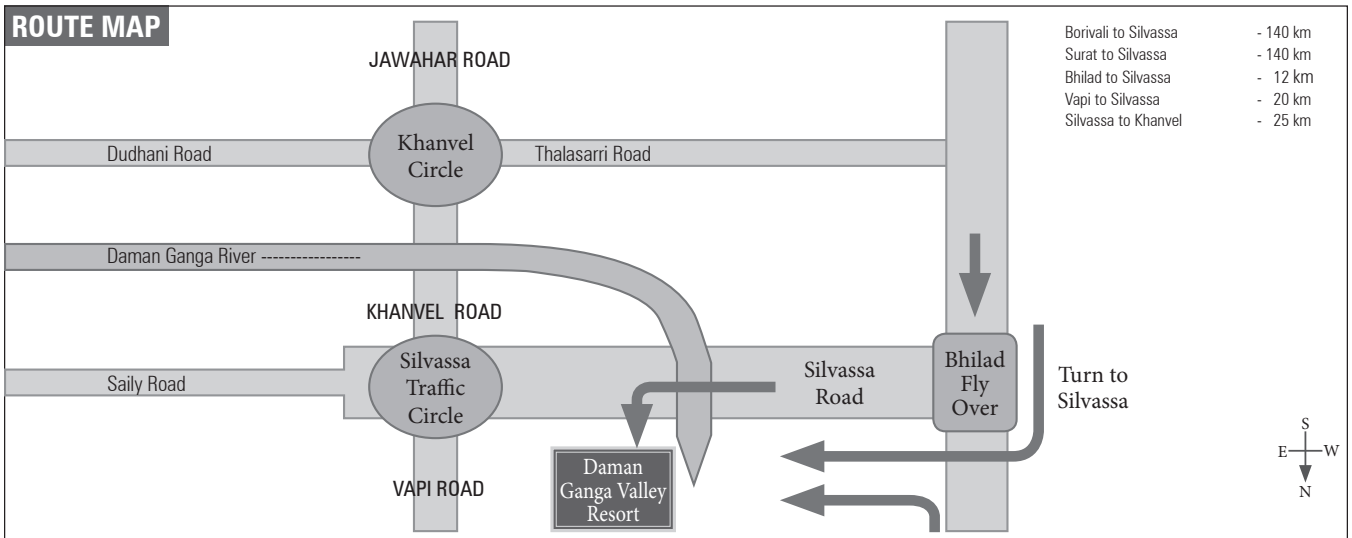
Name of the Sole/First Holder:	
E-mail address :	
DP ID / Client ID / Registered Folio No :	
Contact Nos.:	Mobile : Landline :

Signature of the Sole / First Holder

Date : \_\_\_\_\_

### Notes:

1. The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
2. This Form can also be downloaded from the Company website [www.jbfindia.com](http://www.jbfindia.com)



# PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## JBF INDUSTRIES LIMITED

CIN : L99999DN1982PLC000128

REGD. OFFICE : SURVEY NO. 273, VILLAGE ATHOLA, SILVASSA-396 230

Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No/Client ID :		DP ID :	

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

1. .... of ..... having E-mail Id : ..... or failing him.
2. .... of ..... having E-mail Id : ..... or failing him.
3. .... of ..... having E-mail Id : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on the Thursday, 29th September, 2016 at 11.30 a.m. at Daman Ganga Valley Resort, Silvassa and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolution	For	Against
1	Adoption of Balance sheet as at 31st March, 2016 and Profit & Loss A/C for the year ended on that date and the Directors' Report and Auditors Report.		
2	Re-appointment of Mrs. Veena Arya.		
3	Re-appointment of Mr. N. K. Shah.		
4	Dividend on Preference Shares and Equity shares for the financial year 2015-16.		
5	Ratification of appointment of Chaturvedi & Shah Chartered Accountants as Statutory Auditors.		
6	Appointment of Mr. Nikhil Srivastava as Investors Nominee Director.		
7	Appointment of Mr. Vijay Bapna as Independent Director.		
8	Remuneration of Mr. N. K. Shah, Director-Commercial.		
9	Remuneration of Mr. Bhagirath C. Arya from JBF Petrochemicals Ltd.		
10	Remuneration of Mr. Rakesh Gothi from JBF Petrochemicals Ltd.		
11	Remuneration of Mr. Abhishek Gothi from JBF RAK LLC.		
12	Remuneration of Cost Auditor		

Signed this ..... day of ..... 2016

Affix ₹ 1/-  
Revenue  
Stamp

Signature of Proxy holder(s)

Signature of shareholder

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.