Jagatjit Industries Limited

4th Floor, Bhandari House 91, Nehru Place, New Delhi – 110019

Tel: +91 11 26432641 /42

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The BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai- 400 001 022-22723121, 2037, 2061 24th August, 2024

Sub : Notice of 79th AGM and Book Closure for Annual General Meeting Scrip Code No.: 507155

Dear Sir,

We would like to inform you that the 79th Annual General Meeting (AGM) of the members of Jagatjit Industries Limited will be held on Friday, 20th September, 2024, through Video Conference ("VC")/ other Audio Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the provisions of General Circular No. 09/2023 dated 25th September, 2023, other circulars issued by the Ministry of Corporate Affairs from time to time and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CR/2023/167 dated 7th October, 2023, issued by SEBI.

We would further like to inform you that Pursuant to Section 91 of the Companies Act, 2013 and the Rules made thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed From Monday, 16th September, 2024 to Friday, 20th September, 2024 (both days inclusive), for the purpose of AGM.

The Notice of 79th Annual General Meeting of the Company is enclosed herewith for your records.

This may be taken as due compliance of Regulation 30 and Regulation 42 of SEBI (Listing Obligations and Disclosures) Regulations, 2015.

Thanking you,

Yours faithfully.

For JAGATJIT INDUSTRIES LIMITED

Roopesh Kumar Company Secretary

Encl: as above

Regd. office: P.O. Jagatjit Nagar-144802, Distt. Kapurthala (Punjab)
Corporate Identity Number: L15520PB1944PLC001970

Phone: (0181) 2783112 Fax: (0181) 2783118 E-mail: jil@jagatjit.com; Website: www.jagatjit.com

JAGATJIT INDUSTRIES LIMITED

Corporate Identity Number: L15520PB1944PLC001970 Registered Office: Jagatjit Nagar, Distt. Kapurthala - 144 802, Punjab Corporate Office: 4th Floor, Bhandari House, 91, Nehru Place, New Delhi - 110019 Telephone: (0181) 2783112

Email: jil@jagatjit.com, Website:www.jagatjit.com



NOTICE

Notice is hereby given that the 79th (Seventy Ninth) Annual General Meeting ("AGM") of Jagatjit Industries Limited ("the Company") will be held on Friday, the 20th September, 2024 at 10.30 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), for which purpose the Registered Office of the Company situated at Jagatjit Nagar, Distt. Kapurthala 144802, Punjab, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended 31st March. 2024.
- 2. To appoint Ms. Roshini Sanah Jaiswal (DIN: 00887811), who retires by rotation and, being eligible, offers herself for re-appointment as a Director.

SPECIAL BUSINESS

3. To ratify the remuneration payable to the Cost Auditors

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 148 and any other applicable provisions, if any, 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), the remuneration of ₹ 60,000/- [Rupees Sixty Thousand Only], plus taxes as applicable and reimbursement of actual out-of-pocket expenses, as approved by the Board of Directors of the Company, payable to M/s P. K. Verma & Co., Cost Accountants, Chandigarh (Firm Registration No. 0005111) for the conduct of the audit of the cost records of the Company for the financial year ending 31st March, 2025 be and is hereby ratified and confirmed."

4. To appoint Mr. Nagendra Kumar Chauhan (DIN: 10731530) as an Independent Director

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 Sections 149, 150 and 152 and any other applicable provisions of the

Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the provisions of Article of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Nagendra Kumar Chauhan (DIN: 10731530), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from 9th August, 2024 under section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company and who qualifies for being appointed as an Independent Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 9th August, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard."

Re-appointment of Mr. Ravi Manchanda (DIN: 00152760) as Managing Director of the Company who has attained the age of Seventy years, for a further period of two years

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 Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for reappointment of Mr. Ravi Manchanda (DIN: 00152760) as Managing Director of the Company, for a further period of two years with effect from 1st October, 2024 notwithstanding that he has attained the age of Seventy Years at the time of his re-appointment."



"RESOLVED FURTHER THAT the terms and conditions regarding remuneration of Mr. Ravi Manchanda as the Managing Director of the Company shall not exceed the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 read with applicable Sections of the Companies Act, 2013."

"RESOLVED FURTHER THAT the material terms of reappointment, inter-alia, will be as under:-

: ₹2,48,346/-p.m. (i) Basic Salary (ii) HR Allowance : ₹1,24,173/- p.m. (iii) Other allowance / : ₹1,02,686/-p.m. benefits

Apart from the above he will also be entitled to a Company car with Driver.

He is also eligible for the grant of Employee Stock Options as may be decided by the Board under "Jagatjit Industries Limited Stock Incentive Plan, 2021".

"RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors for revision of remuneration from time to time of Mr. Ravi Manchanda, as Managing Director of the Company for such period and on such terms and conditions and with such powers and authorities, as the Board may, in exercise of its discretion, consider appropriate, provided however, that the terms of such remuneration shall not exceed those set out in Part II of the Schedule V to the Companies Act, 2013, as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts and take such steps as may be considered necessary, proper or expedient to give effect to this resolution."

To ratify the revision/restructuring of remuneration of Ms. Roshini Sanah Jaiswal, Executive Director of the Company

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 188, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the revision/restructuring of remuneration, payable to Ms. Roshini Sanah Jaiswal (DIN: 00887811), Executive Director of the Company with effect from 1st December, 2023, as approved by the Board of Directors at their meeting held on 14th November, 2023, be and is hereby ratified and confirmed :-

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(ii) Reimbursement of

expenses

: Reimbursement of expenses incurred on gas, electricity, water, maintenance and furnishing etc.

(iii) Other perks

: She will also be entitled to a Company car with driver and other perks as per Company

Policy.

Tax on all perquisites given shall be borne by the Company.

"RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration payable from time to time as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, or any amendment thereto as may be agreed to between the Board of Directors and Ms. Roshini Sanah Jaiswal."

"RESOLVED FURTHER THAT the aggregate of salary, perquisites and allowances of Ms. Roshini Sanah Jaiswal in any financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable Rules) as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) thereof) be and is hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

Approval under section 180(1)(a) of the Companies Act,

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

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 27th December, 2018 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including such other provisions / modifications and reenactments, if any, and subject to such other approvals as may be necessary, the Board of Directors of the Company be and is hereby authorised to sell, lease or otherwise dispose of, including to mortgage and / or charge any of its movable and / or immovable properties, wherever situated, both present and future or to sell / lease or otherwise dispose of, including to mortgage and / or charge the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as the Board in its absolute discretion thinks fit, in favour of any bank(s), buyer(s), person(s) or lender(s), for an amount aggregating upto ₹ 900 Crores (Rupees Nine Hundred Crores only) at any point of time."



"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution."

BY ORDER OF THE BOARD **FOR JAGATJIT INDUSTRIES LIMITED**

Place: New Delhi Date: 9th August, 2024

Roopesh Kumar Company Secretary ICSI M. No. F-10058 Address: 4th Floor, Bhandari House,

Sd/-

91. Nehru Place. New Delhi 110 019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item No. 3

The Board, on the recommendation of the Audit Committee at its meeting held on 17th May, 2024, has approved the re-appointment of M/s P. K. Verma & Co., Cost Accountants, Chandigarh (Firm Registration No. 0005111) as the Cost Auditors at a remuneration of ₹60,000/- (Rupees Sixty Thousand Only) plus taxes as applicable and reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties for conducting audit of the Cost records of the Company for the Financial Year ending 31st March, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

The Board of Directors of your Company recommends the Resolution in relation to ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025, for the approval of the Members of the Company as an Ordinary Resolution.

None of the Director(s) and Key Managerial Personnel of the Company and/or their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

Item No. 4

The Board of Directors of the Company at its Meeting held on 9th August, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Nagendra Kumar Chauhan (DIN: 10731530) as an Additional Director (Non Executive and Independent) of the Company with effect from 9th August, 2024 to hold office up to the date of the ensuing Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("Act") and further subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 9th August, 2024.

Mr. Nagendra Kumar Chauhan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Mr. Nagendra Kumar Chauhan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations as amended from time to time. In the opinion of the Board Mr. Nagendra Kumar Chauhan fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

Mr. Chauhan is Graduate and has more than four decades of experience in HR and administration in various Companies. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

Except Mr. Nagendra Kumar Chauhan and his relatives, no other Director(s) and Key Managerial Personnel of the Company and/or their relatives have any nature or concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board of Directors of your Company recommends the Resolution in relation to appointment of Mr. Nagendra Kumar Chauhan as an Independent Director, for the approval by the Members of the Company as a Special Resolution.

Item No. 5

Mr. Ravi Manchanda was appointed as Managing Director of the Company for a period of two years w.e.f. 27th April, 2023. Taking into account the contributions being made by Mr. Manchanda, including his vast experience and knowledge, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 9th August, 2024 and subject to the approval of the Members of the Company, has approved re-appointment of Mr. Ravi Manchanda (DIN: 00152760), as Managing Director of the Company, for a further period of two years with effect from 1st October, 2024 till 30th September, 2026, on the terms and conditions stated in the proposed resolution. He will also continue to be a Key Managerial Personnel of the Company. Mr. Ravi Manchanda is around Seventy one years old and as per the provisions of the Companies Act, 2013 his appointment/re-appointment is required to be approved by Special Resolution.

Mr. Manchanda is an Engineering Graduate and holds Post Graduate Diploma in Marketing. He has vast experience of more than four decades in the fields of Project Management, Marketing and Administration. The Board is of the view that continued association of Mr. Ravi Manchanda would benefit the Company. The remuneration now paid to Mr. Ravi Manchanda, or as may be paid to him after re-fixation by the Board from time to time shall be in accordance with the limits as prescribed under Part II of the Schedule V to the Companies Act, 2013.

Mr. Manchanda is not related to any other Director and/or Key Managerial Personnel of the Company.



Except Mr. Ravi Manchanda and his relatives, no other Director(s) and Key Managerial Personnel of the Company and/or their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board of Directors of your Company recommends the Resolution in relation to re-appointment of Mr. Ravi Manchanda as Managing Director, for the approval by the Members of the Company as a Special Resolution.

Item No. 6

Pursuant to the resolution passed by the shareholders in the 78th Annual General Meeting of the Company held on 29th September, 2023, Ms. Roshini Sanah Jaiswal was appointed as an Executive Director of the Company liable to retire by rotation for a period of three years with effect from 1st September, 2023, with power to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration payable from time to time within the scope of Section 197 read with Schedule V of the Companies Act, 2013, or any amendment thereto, as may be agreed to between the Board of Directors and Ms. Roshini Sanah Jaiswal. As per the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board at its meeting held on 14^{th} November, 2023 revised / restructured the remuneration payable to Ms. Roshini Sanah Jaiswal with effect from 1st December, 2023. The revised terms and conditions are mentioned in the proposed resolution.

Except Ms. Roshini Sanah Jaiswal and her relatives, none of the Director(s) and Key Managerial Personnel of the Company and/or their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board of Directors of your Company recommends the Resolution in relation to revision/ratification of the remuneration of Ms. Roshini Sanah Jaiswal, as approved by the Board of Directors at its meeting held on $14^{\rm th}$ November, 2023 for the approval by the members of the Company as a Special Resolution.

Item No. 7

The Company in the ordinary course of business to meet its financial requirements may be required to sell, lease or otherwise dispose of, including to mortgage and / or charge any of its movable and / or immovable properties, wherever situated, both present and future or to sell / lease or otherwise dispose of, including to mortgage and / or charge the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings on such terms and conditions, at such time(s) and in such form and manner, and with such ranking as the Board in its absolute discretion thinks fit, in favour of any bank(s), buyer(s), person(s) or lender(s). Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, prior consent of the Shareholders by way of Special Resolution is required to enable the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, wherever situated, both present and future, in favour of any person(s).

In view of the increase in business activities and future business plans of the Company, the approval of the shareholders is being sought to increase the limit to sell, lease or otherwise dispose of both the movable and immovable assets/undertaking(s) of the Company including to mortgage, hypothecate, pledge, encumber and/or charge in favour of any bank(s), buyer(s), person(s) or lender(s) up to an aggregate limit of ₹ 900 Crores (Rupees Nine Hundred Crores only) as against the existing limit of ₹ 800 Crores (Rupees Eight Hundred Crores only).

None of the Director(s) and Key Managerial Personnel of the Company and/or their relatives have any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board of Directors of your Company recommends the Resolution for the approval by the Members of the Company as a Special Resolution.

Statement pursuant to the provisions of Clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013, in respect of re-appointment of Mr. Ravi Manchanda.

I. General Information:

Jagatjit Industries Limited (the Company or Jagatjit) was set up in 1944 in the State of Punjab. Building on a strong foundation of 80 years, Jagatjit's unwavering commitment to quality and local craftsmanship has resulted in remarkable achievements and delighted millions of customers. Its business comprises of manufacturing and sale of Extra Neutral Alcohol (ENA), Indian Made Foreign Liquor (IMFL), Country Liquor (CL), Malted Milk Food (MMF), Malt Extract (MEX) and Real Estate. The Company has a rich IMFL product portfolio including Whiskies (Blended Indian whiskies and Scotch), Gin, Rum, Brandy and Vodka. The improved profitability has instilled confidence in our investors, strengthened our market position, and laid a solid foundation for sustainable growth and success in the future.

The financial performance of the Company for the last ten years is attached and forms part of the Annual Report being sent to the Members. The Company does not have any foreign collaborator.

II. Information about the appointee:

Mr. Ravi Manchanda was appointed as Managing Director of the Company for a period of two years w.e.f. 27th April, 2023 and his tenure as Managing Director will come to an end on 26th April, 2025. Taking into account the contributions being made by Mr. Manchanda, including his vast experience and knowledge, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 9th August, 2024 and subject to the approval of the Members of the Company, has approved re-appointment of Mr. Ravi Manchanda (DIN: 00152760), as Managing Director of the Company, for a further period of two years with effect from 1st October, 2024, till 30th September, 2026, on the terms and conditions stated in the proposed resolution. He will also continue to be the Key Managerial Personnel of the Company.



Mr. Manchanda is an Engineering Graduate and holds Post Graduate Diploma in Marketing. He has vast experience of more than four decades in the fields of Project Management, Marketing and Administration. Mr. Manchanda is associated with the Company for the last around seventeen years and has held senior posts in the Company. The Board is of the view that continued association of Mr. Ravi Manchanda would benefit the Company.

In view of his qualifications, experience, nature of his duties and the size of the Company, the remuneration proposed to be paid to Mr. Ravi Manchanda is justified and is comparable with the persons having similar position in the beverage industry. Except for the remuneration he gets in the capacity of Director, he does not have any other pecuniary relationship with the Company and is not related to any other managerial personnel.

III. Other Information:

During the Financial Year 2023-24, the Gross Turnover (including income from Services and Other Sources) was ₹ 73,432 Lacs as compared to ₹ 62,561 Lacs during the previous year. The Company earned a profit before taxation of ₹971 Lacs as compared to profit before taxation of ₹861 Lacs during the previous year.

The Company's primary focus is in the manufacturing, distributing and selling of IMFL brands with intent to provide superior brands at affordable prices and malted milk food business. The Company is also aiming to broaden its consumer base and fuel further growth and also on the operationalization of grain-based ethanol manufacturing plant by 2025, which is a crucial step in order to significantly contribute to the Company's revenues and profitability.

There were various reasons for inadequacy of profits which include limited scope to sustain and improve market share, wider consumer choice, increased cost of production and increased finance cost etc..

The Company has taken various steps for improvement of its profits on a sustainable basis which include:

- Improvement in operational efficiency.
- Introducing various cost control measures including implementation of energy conservation.
- Enhancing the geographical consumer base and introducing new export destinations.
- Operationalization of grain-based ethanol manufacturing

The above steps taken by the Company have already started yielding results in terms of increase in turnover and profitability and it is expected to further improve the top-line and bottomline growth of the Company in coming years.

IV. Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.

Details of the Directors seeking appointment / re-appointment at the 79th AGM

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of Director		Ms. Roshini Sanah Jaiswal (DIN : 00887811)	Mr. Nagendra Kumar Chauhan (DIN: 10731530)	Mr. Ravi Manchanda (DIN : 00152760)
i)	Date of Birth / Age	11.01.1967 / 57 years	01.12.1959 / 64 years	18.12.1952 / 71 years
ii)	Qualifications	Ms. Roshini Sanah Jaiswal is a Political Science and Economics Graduate from New York University.	Mr. Nagendra Kumar Chauhan is a Graduate.	Mr. Ravi Manchanda is an Engineering Graduate and holds P.G. Diploma in Marketing.
iii)	Experience	Ms. Roshini Sanah Jaiswal has vast experience of more than two decades in management and expertise in the Beverages, Food, Hospitality and Personal care industry. She possess innate understanding of the liquor industry.	Mr. Nagendra Kumar Chauhan has more than four decade of experience in HR and administration in various companies.	l.'
iv)	Terms and Conditions of Reappointment	Ms. Roshini Sanah Jaiswal is an Executive Director of the Company, liable to retire by rotation.	Non-Executive Independent	Mr. Ravi Manchanda is Managing Director of the Company.
v)	Details of Remuneration sought to be paid	As mentioned in the proposed resolution of this notice	NIL	As mentioned in the proposed resolution of this notice



Name of Director		Ms. Roshini Sanah Jaiswal (DIN : 00887811)	Mr. Nagendra Kumar Chauhan (DIN: 10731530)	Mr. Ravi Manchanda (DIN : 00152760)
vi)	Date of first appointment on the Board	01.09.2023	09.08.2024	06.10. 2008
vii)	No. of shares held	74,816	NIL	69,100
viii)	Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	No	No	No
ix]	No. of Board Meetings attended/held during Financial Year 2023-24	7/3	N. A.	7/6
x]	Directorships held in other companies	 Confederation of Indian Alcoholic Beverage Companies (CIABC) Fastgrowth Estates Private Limited LPJ Holdings Private Limited Qube Corporation Private Limited Swanrose India Private Limited 	NIL	 Ispace Developers Private Limited Natwar Liquors Private Limited.
xi)	Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2024	NIL	NIL	Stakeholders Relationship Committee (Member) Corporate Social Responsibility Committee (Member)
xii)	Committee position held in other companies	NIL	NIL	NIL

IMPORTANT NOTES:

Ministry of Corporate Affairs ("MCA"), vide Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 followed by Circulars Nos 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (hereinafter collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CR/2023/167 dated 7th October, 2023 (hereinafter referred to as "SEBI Circular") have permitted to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In terms of the said circulars, the 79th Annual General Meeting [AGM] of the members of the Company will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and is also available at the Company's website www.iagatjit.com.

- 2. In accordance with the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 79th AGM is being held through VC as per the MCA & SEBI Circulars, physical attendance of the Members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 79th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
- 3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and



- Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5. In line with the MCA and SEBI Circulars, Notice of the AGM, along with the Annual Report 2023-24 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant ("DP"). Notice of the AGM and the Annual Report will also be available on the website of the Company at www.jagatjit.com, website of the Stock Exchange i.e. BSE Limited at $\underline{www.bseindia.com}$ and on the website of the CDSL at www.evotingindia.com.
- The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 16th September, 2024 to Friday, 20th September, 2024 (both days inclusive) for the purpose of AGM / annual closing.
- Details of Directors seeking appointment / re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given elsewhere in the Notice.
- All documents referred to in the accompanying Notice and requisite Registers are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, up to the date of AGM i.e. Friday, the 20th September, 2024 between 11:00 a.m. and 5:00 p.m.
- 10. Members seeking any information / desirous of asking any question at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send their email to the Company at roopesh.kumar@jagatjit.com at least 10 days before the meeting. The same will be responded to by the Company suitably.
- 11. Members are requested to update their KYCs by intimating changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form.
- 12. Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificates; Consolidation of Securities Certificates/ folios and Transposition. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also

- considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
- 13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. as per the instructions given below:
 - For shares held in electronic form: to their Depository Participants ("DPs") in the prescribed Form provided by the DP.
 - For shares held in physical form: to the Company in prescribed Form ISR-1 and other forms required under SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/ P/ CIR/2023/169 dated 12th October, 2023.
- 14. Non-Resident Indian Members are requested to inform the Company, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
- 15. The Board of Directors has appointed Mr. Mohd Saqib, Practicing Company Secretary (C.P No. 18116) and Proprietor of Sagib & Associates, Company Secretaries as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
- 16. (A) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Friday, 13th September, 2024), shall be entitled to cast their vote either through remote e-Voting or through e-Voting at AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - (B) The remote e-Voting period begins at 9:00 a.m. on Tuesday, 17th September, 2024 and ends at 5:00 p.m. on Thursday, 19th September, 2024. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
 - [C] The Members who have cast their vote by remote e-Voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
 - (D) The members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting through VC/OAVM at AGM will not be considered.
- 17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total



votes cast in favour or against, if any, forthwith to the Chairman of the meeting and the Results shall be declared by the Chairman

- 18. The Results declared along with the Scrutinizers Report shall be placed on the website of the Company www.jagatjit.com, immediately after the declaration of Result by the Chairman. The result will simultaneously be communicated to the BSE Limited where the securities of the Company are listed.
- 19. The recorded transcript of the forthcoming AGM on 20th September, 2024, shall also be made available on the website of the Company www.jagatjit.com in the Investors Section, as soon as possible after the meeting is over.
- 20. Pursuant to Regulation 44 of the SEBI (LODR), Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 79thAnnual General Meeting by electronic means (through remote e-Voting and e-Voting at AGM).

In order to increase the efficiency of the voting process, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

The process and instructions for both remote e-Voting and e-Voting during the AGM are provided in this notice. Such remote e-Voting facility is in addition to voting that will take place at the 79th AGM being held through VC/OAVM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting at AGM will be provided by CDSL.

The remote e-Voting period will begin at 9:00 a.m. on Tuesday, 17th September, 2024 and ends at 5:00 p.m. on Thursday, 19th September, 2024. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e Friday, 13th September, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

The instructions for remote e-Voting and e-Voting during AGM and joining Meeting through VC/OAVM are as under:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/

Type of shareholders		Login Method		
Individual Shareholders holding securities in Demat mode with CDSL	1)	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user in and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.		
	2)	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly.		
	3)	If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.		
	4]	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.		



Type of shareholders	Login Method		
Individual Shareholders holding securities in demat mode with NSDL	1) If user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.		
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp		
	3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.		
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.		

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free No.18002109911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-4886 7000 and 022-2499 7000.

(B) Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual holding securities in Demat form.

- The shareholders should log on to the e-Voting website www.evotingindia.com.
- Click on "Shareholders" module.
- iii) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.



vi) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding securities in demat form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification.

xviii)Additional Facility for Non Individual Shareholders and Custodians Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <u>www.evotingindia.com</u> and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; roopesh.kumar@jagatjit.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

 The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.



- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid alitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at roopesh.kumar@jagatjit.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at roopesh.kumar@jagatjit.com. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call at toll free No. 18002109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No. 18002109911.

- 21. Process for those shareholders whose email addresses / mobile number are not registered with the Company/ Depositories:
 - 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to roopesh.kumar@jagatjit.com.
 - For Demat shareholders, please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

BY ORDER OF THE BOARD FOR JAGATJIT INDUSTRIES LIMITED

Place: New Delhi Date: 9th August, 2024

Sd/-Roopesh Kumar Company Secretary

ICSI M. No. F-10058

Address: 4th Floor, Bhandari House, 91, Nehru Place, New Delhi 110 019