

Date: 21/08/2024

Corporate Relationship Department, BSE Limited. 25 th Floor, P.J. Towers, Dalal Street, Mumbai-400 001 BSE Scrip Code: 534600	The Manager, Listing department, National Stock Exchange of India Ltd. 'Exchange Plaza', C- 1 Block G, Bandra Kurla complex, Bandra (East) Mumbai – 400051 NSE Scrip Code: JTLIND	Corporate Relationship Department, Metropolitan Stock Exchange of India Ltd. Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai – 400070 MSEI Symbol: JTLIND
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REG: NOTICE OF 33RD ANNUAL GENERAL MEETING OF THE COMPANY

Dear Sir/Ma'am,

Pursuant to Regulation 30 and 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, please find enclosed Notice convening the 33rd AGM of the Company.

As already informed, 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the 14th day of September, 2024 at 11.30 A.M. through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations").

Further, the remote e-voting period begins on Wednesday, the 11th day of September, 2024 (9.00 A.M. IST) and ends on Friday, the 13th day of September, 2024 (5.00 P.M. IST). The remote E-voting module shall be disabled by CDSL thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, the 07th day of September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

Thanking You,
For JTL Industries Limited
(erstwhile JTL Infra Limited)

Amrender Kumar Yadav
Company Secretary & Compliance Officer

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the September 14, 2024 at 11:30 A.M. through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditors thereon.
- 3) To declare a Final dividend of Rs. 0.25/- (i.e. @12.5%) per equity share of face value of Rs. 2/- each for the FY 2023-24, on Equity Shares for the financial year ended March 31, 2024.
- 4) To appoint a Director in place of Mr. Pranav Singla (DIN: 07898093), who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.
- 5) To appoint a Director in place of Mr. Mithan Lal Singla (DIN: 00156885), who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.

SPECIAL BUSINESS

6) RATIFICATION AND APPROVAL OF REMUNERATION PAYABLE TO 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 provisions of the Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, further read with Companies (Cost Records and Audit) Amendment Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration payable to M/s Balwinder & Associates, Cost Accountants (Firm Registration Number: 000201) appointed by Board

of Directors of the Company to conduct the audit of cost records of the Company for the FY 2024-25, amounting to Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand Only) p.a. plus taxes as applicable and reimbursement of out of pocket expenses as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

7) TO RE-APPOINT MR. MADAN MOHAN (DIN:00156668) AS A MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 152, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded, to approve the terms of re-appointment and remuneration of Mr. Madan Mohan (DIN: 00156668) as the Managing Director of the Company, for a period of five years with effect from May 30, 2025 to May 29, 2030 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 2,00,000 to 5,00,000 per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Madan Mohan.

RESOLVED FURTHER THAT in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the

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Company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8) **TO RE-APPOINT MR. RAKESH GARG (DIN:00184081) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections, 152, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded, to approve the terms of re-appointment and remuneration of Mr. Rakesh Garg (DIN: 00184081) as the Whole Time Director of the Company, for a period of five years with effect from May 30, 2025 to May 29, 2030 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 2,00,000 to 5,00,000 per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions

of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rakesh Garg.

RESOLVED FURTHER THAT in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the Company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9) **TO RE-APPOINT MR. SUKHDEV RAJ SHARMA (DIN: 02135083) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. Sukhdev Raj Sharma (DIN : 02135083), who was appointed as an Independent Director of the Company by the members for a term up to June 29, 2025, who being eligible for re-appointment for a second term and in respect of whom the Company has received a declaration that he meets the criteria of independence as provided in section 149(6) of the Companies act, 2013 and Regulation 16(1)(b) of the Listing regulations, be and is hereby re-appointed as

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an Independent Director of the Company for a second term of 5 (five) years to hold office with effect from June 30, 2025 up to June 29, 2030, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors or to any executives / officers of the Company, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

Regd. Office :

S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA

Ph. : 0172-4668000

Website: www.jtl.one,

Email: secretarial@jtl.one

CIN: L27106CH1991PLC011536

Place: Chandigarh

Date: August 14, 2024

By the Order of Board of Directors

For JTL Industries Limited

(erstwhile JTL Infra Limited)

Sd/-

Madan Mohan

Managing Director

DIN: 00156668

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NOTES

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regard i.e., General Circular No. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the above mentioned Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 33rd AGM of the Company shall be conducted through VC/OAVM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts for each item of special business mentioned in the Notice is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36 (3) of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
5. The Record date for the purpose of Dividend is August 30, 2024. The cut off date for reckoning the voting rights of the shareholders for purpose of AGM is September 7, 2024.
6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.**
7. **Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.**
8. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S Beetal Financial & Computer Services (P) Limited. Address: Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi, Tel: (91) -11-29961281-83, Fax: (91) -11-29961284, Email: beetal@rediffmail.com
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at saahilmalhotra42@gmail.com and to the Company at secretarial@jtl.one.

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10. 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. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 has been uploaded on the website of the Company at www.jtl.one. The Notice of the Annual General Meeting along with the Annual Report for the FY 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. The Notice is also available on the websites of the Stock Exchanges i.e. BSE Limited, NSE Limited and Metropolitan Stock Exchange of India Limited. The AGM Notice is also available on the website of the Company. For members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices from the Company electronically.
12. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at secretarial@jtl.one at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
13. SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: www.jtl.one. Any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 and March 16, 2023, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.:
- For shares held in electronic form: to their Depository Participants (DPs)
 - For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021.
15. All the documents referred to in the Notice and Explanatory Statement along with other relevant and required documents will be made available for inspection by the Members on the website of the Company during the meeting.
16. In the recent years, the Company has declared Dividends for the year 2020-21 and 2022-23. Dividends that remain unclaimed/ unpaid for a period of seven (7) years from the date on which they were declared, are required to be transferred to the Investor Education and Protection Fund. Further, the shares in respect of which dividends remain unpaid/unclaimed for seven consecutive years, are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline. Shareholders / Investors who have not encashed their Dividend Warrants or dividends remain unpaid to them, if any, for these years, are requested

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to lodge their claims by quoting their respective Folio No./ DP/Client ID with Company. As per the IEPF Rules, the Company has uploaded the information in respect of unclaimed dividends on its website at www.jtl.one. The same is also available on the website of IEPF at www.iepf.gov.in.

17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). The Company is required to deduct TDS from dividend paid to the shareholders at the applicable tax rates, if approved at the Annual General Meeting (AGM) of the Company. The rate of TDS would depend upon the category and residential status of the members.
 18. The Board of Directors have recommended a Final Dividend of Rs. 0.25/- (i.e. @12.5%) per equity share of face value of Rs. 2/- each for the Financial Year ended March 31, 2024 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after September 14, 2024, but before the statutory time limit of 30 days from the date of declaration, to all the shareholders holding as on record date i.e August 30, 2024. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details.
 19. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
- SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN, Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. For updation of above detail please complete form ISR-1, ISR-2, SH-13 or ISR-3 which can be download from RTA website.
 20. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of the shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13 to the RTA. Further, Members desirous of cancelling/varying their earlier nomination (pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014), are requested to send their requests in Form No. SH-14 to the RTA. These forms will be made available on request.
 21. The Company has designated an exclusive email id i.e. secretarial@jtl.one to redress Members' complaints/grievances.
 22. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated April 20, 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to Company/RTA.
 23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,

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2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed the services of 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 venue voting on the date of the AGM will be provided by CDSL.

24. The remote e-Voting period commences on Wednesday, the September 11, 2024 (09:00 a.m. IST) and ends on Friday, the September 13, 2024 (05:00 p.m. IST). During this period, Members of the Company, holding shares both in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, September 7, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.
25. 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 exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person, who is not an equity shareholder as on the Cut off Date, should treat the Notice for information purpose only.
26. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting. The same are also available on the website of the Company.
27. This Notice, along with copy of the relevant enclosures is also displayed/posted on the website of the Company: www.jtl.one, website of E-voting service provider i.e. CDSL at www.evotingindia.com and also on the website of Stock Exchanges i.e., BSE at www.bseindia.com, NSE at www.nseindia.com and MSEI at www.msei.in.
28. Mr. Sahil Malhotra of SV Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.
29. The Scrutinizer shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same. The Chairman or the authorised Director shall declare the result of the voting forthwith.
30. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website www.jtl.one after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the BSE, NSE and MSEI.
31. In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
32. The Members can join the Meeting through Virtual Mode 15 minutes before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the Meeting by logging into the e Voting website at www.evotingindia.com.
33. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their advance request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@jtl.one up to Saturday, September 7, 2024 (05:00 p.m. IST) with regard to the financial statements or any other matter to be placed at the Meeting. The

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Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries relating to financial statements or any other matter to be placed at the Meeting up to Saturday, September 7, 2024 (05:00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at secretarial@jtl.one. These queries will be replied to by the Company suitably by email. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on Wednesday, September 11, 2024 (09:00 a.m. IST) and ends on Friday, September 13, 2024 (05:00 p.m. IST). The remote E-voting module shall be disabled by CDSL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, September 7, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period begins on Wednesday, September 11, 2024 (09:00 a.m. IST) and ends on Friday, September 13, 2024 (05:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 7, 2024 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode With CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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 abovementioned 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 contact at toll free no. 1800 21 09911
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.co.in or call at toll free no.: 022 4886 7000 and 022 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 helpdesk.evoting@cdslindia.com.

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- 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 & can be delink 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 mandatory 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; saahilmalhotra42@gmail.com and secretarial@jtl.one (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. 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 glitches.
 7. 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 **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the Company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the EGM 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 EGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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 contact at toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

For Item No. 6 (Special Business)

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, had considered and approved the appointment of M/s. Balwinder & Associates, Cost Accountants, (Firm Registration Number: 000201) as cost auditor of the Company, for a remuneration of Rs. 1,25,000/- (plus Taxes and out-of-pocket expenses), who were eligible for being appointed as Cost Auditors of the Company for the FY 2024-25. In accordance with the provisions of Section 148(3) 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 shareholders of the Company. M/s. Balwinder & Associates, Cost Accountants have the necessary experience in the field of cost audit and have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 06 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the FY 2024-25.

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. 6.

Your Directors, therefore, recommend the said Resolution at Item No. 6 for your approval.

For Item No. 7 (Special Business)

Mr. Madan Mohan was re-appointed as the Managing Director of the Company w.e.f. May 30, 2020 for a period of 5 years i.e. upto May 29, 2025 pursuant to the resolution passed by the Members at their 29th AGM of the Company

held on September 30, 2020 and his re-appointment is due for another term.

Based on the strong performance of the Company under the leadership of Mr. Madan Mohan, the Nomination and Remuneration Committee ("NRC") recommended the reappointment of Mr. Madan Mohan as Managing Director of the Company for a further period of 5 years i.e. from May 30, 2025 to May 29, 2030 on the terms and conditions including remuneration, as contained in this explanatory statement.

The Board of Directors of the Company ("Board"), at its meeting held on August 14, 2024 has, subject to the approval of Members, re-appointed Mr. Madan Mohan (DIN: 00156668) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from May 30, 2025, on the terms and conditions as recommended by the Nomination and Remuneration Committee ("**Nomination and Remuneration Committee**") of the Board.

The Board while appointing Mr. Madan Mohan, considered his brief profile as follows:

Mr. Madan Mohan, a graduate from an industrialist family in Chandigarh, has over 35 years of extensive experience in the Steel Industry. His expertise lies in setting up Galvanised and ERW Steel Tubes & Pipes, Scaffolding Fittings and Systems, Hollow Sections, channels plants and units, as well as excelling in productions, marketing, finance, funds management, and cost reduction. Renowned for his proficiency in business finance and strategy, he is a key figure in the steel & pipe industry. Under his guidance, the Company has been experiencing exponential growth, solidifying its reputation as a distinguished organization. Mr. Madan Mohan has been instrumental in driving the growth engine and delivering profitable outcomes for the Company.

Mr. Madan Mohan is not disqualified from being re-appointed as a Director in terms of section 164 of the

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Companies Act, 2013 and has given his consent to act as the Managing Director of the Company. Further, Mr. Madan Mohan satisfies all the conditions as set out in section 196(3) of the Act and Part-I of Schedule V to the act, for this re-appointment.

Mr. Madan Mohan has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Madan Mohan, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

The principle terms and conditions for the re-appointment of Mr. Madan Mohan as the Managing Director of the Company are as follows:

1. **Period:** For a period of 5 years i.e., from May 30, 2025 to May 29, 2030 (both days inclusive).
2. **Duties:** The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Remuneration:** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Madan Mohan. Based on the recommendations of the Nomination and Remuneration Committee ('NRC') salary shall range between Rs. 2,00,000 to Rs. 5,00,000 per month.
4. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Madan Mohan, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

5. Other terms of Re-appointment:

- a) The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- b) The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- c) This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
- d) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e) The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice

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The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members

For Item No. 8 (Special Business)

Mr. Rakesh Garg (DIN: 00184081) is currently an Executive Director of the Company and a Member of the Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Sub-committee of Directors and Securities Issue and Allotment Committee.

The Board of Directors, at its meeting held on May 13, 2020, had re-appointed Mr. Rakesh Garg as an Executive Director of the Company for a period of 5 (five) years with effect from May 30, 2020 to May 29, 2025. Subsequently, at the 29th Annual General Meeting of the Company duly held on September 30, 2020, the Members had approved the appointment and terms of remuneration of Mr. Rakesh Garg as an Executive Director of the Company.

Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 14, 2024, again re-appointed Mr. Rakesh Garg as an Executive Director of the Company for a further period effective May 30, 2025 upto May 29, 2030 subject to the approval of the Members.

The Board while appointing Mr. Rakesh Garg, considered his brief profile as follows:

Mr. Rakesh Garg, Executive Director, brings to the table a wealth of knowledge and expertise with over 30 years of experience in the steel industry. As a seasoned professional, he holds a graduate degree and boasts a comprehensive background in trade and commercial operations. His proficiency extends to liaising with diverse agencies and associates, demonstrating his adeptness in navigating complex networks. With a broad spectrum of experience in industrial projects, engineering, and management affairs, Mr. Rakesh Garg is well-equipped to drive forward strategic initiatives and ensure operational excellence within the organization.

Mr. Rakesh Garg has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National

Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Raksh Garg, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

Mr. Rakesh Garg satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Garg as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The principle terms and conditions for the re-appointment of Mr. Rakesh Garg as the Executive Director of the Company are as follows:

- 1. Period:** For a period of 5 years i.e., from May 30, 2025 to May 29, 2030 (both days inclusive).
- 2. Duties:** The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Managing Director and/ or the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.
- 3. Remuneration:** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed

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between the Board and Mr. Rakesh Garg based on the recommendations of the Nomination and Remuneration Committee ('NRC') salary shall range between Rs. 2,00,000 to 5,00,000 per month.

4. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Rakesh Garg, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

5. Other terms of Re-appointment:

1. The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
2. The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
3. This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
4. In the event the Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
5. The terms and conditions of appointment of Executive Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

6. Upon the termination by whatever means of employment of the Executive Director:

- the Executive Director shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the Company.
- the Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

7. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

8. The terms and conditions of re-appointment of the Executive Director also includes adherence with the JTL's Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

Accordingly, the Board commends the Special Resolution as set out at Item No. 8 of the accompanying Notice in relation to the re-appointment of Mr. Garg as an Executive Director w.e.f. May 30, 2025 upto May 29, 2030 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

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For Item No. 9 (Special Business)

Mr. Sukhdev Raj Sharma is an Independent Director on the Board of JTL Industries Limited. He joined the Board of Directors (the "Board") of the Company on June 30, 2020. In September 2020, the members of the Company, through a resolution passed at the 29th Annual General Meeting of the Company, approved the appointment of Mr. Sukhdev Raj Sharma as an Independent Director under the Companies 2013 ("the Act") for a term from June 30, 2020 to June 29, 2025. Mr. Sukhdev Raj Sharma is due for retirement from his first term as an Independent Director on June 29, 2025.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Considering the skills, expertise and competencies possessed by Mr. Sukhdev Raj Sharma, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as an Independent Director for a second term. Accordingly, the Nomination and Remuneration Committee of the Board of Directors vide its resolution passed on August 14, 2024 and the Board of Directors of the Company vide its resolution passed on August 14, 2024 have recommended appointment of Mr. Sukhdev Raj Sharma as the Independent Director of the Company to hold office for a second term of five years from June 30, 2025 till June 29, 2030.

Mr. Sukhdev Raj Sharma is a highly accomplished professional with an impressive academic background with over 40 years of experience in the banking industry. Holding degrees in B. Sc., MBA, and CAIIB, he has honed his expertise through various roles and responsibilities. His tenure as Managing Director of PNB International Limited in London, a subsidiary of PNB, showcased his strategic acumen and leadership abilities on an international stage. Additionally, his advisory role in an investment banking firm underscores his versatility and keen insight into financial markets. Notably, he has held pivotal positions such as Field General Manager for Delhi & NCR, demonstrating his proficiency in managing diverse operational landscapes. Mr. Sharma's contributions extend beyond conventional banking, as evidenced by his board memberships in

State Financial Corporations, a technical consultancy organization, and public limited companies. His extensive experience encompasses areas like banking, finance, corporate credit and fund management, making him a respected figure in the industry.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Sukhdev Raj Sharma confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sukhdev Raj Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sharma has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Sharma has confirmed that he 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 in terms of Section 152 of the Act, subject to re-appointment by the Members. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sukhdev Raj Sharma as an Independent Director is now placed for the approval of the Members by a Special Resolution.

NOTICE (CONTD.)

The Board commends the Special Resolution set out in Item No. 10 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Regd. Office :

S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA

Ph. : 0172-4668000

Website: www.jtl.one

Email: secretarial@jtl.one

CIN: L27106CH1991PLC011536

Place: Chandigarh

Date: August 14, 2024

By the Order of Board of Directors

For JTL Industries Limited

(erstwhile JTL Infra Limited)

Sd/-

Madan Mohan

Managing Director

DIN: 00156668

NOTICE (CONTD.)

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING**

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and SS-2 on General Meetings)

SR.NO	NAME OF DIRECTOR	Mr. Rakesh Garg	Mr. Pranav Singla	Mr. Madan Mohan
1.	DIN	00184081	07898093	00156668
2.	Date of Birth	08/01/1970	15/02/1998	07/09/1964
3.	Age	54	26	60
4.	Date of first appointment on the Board	29/07/1991	18/08/2021	29/07/1991
5.	Qualifications	Graduation	Bachelor in Economics, Accounting honours from Cass Business School, London and Masters in Management.	Graduation
6.	Experience & expertise in specific functional area	Mr. Rakesh Garg, Executive Director has 30+ years of rich experience in steel industry, trade and commercial operations, liaising with various agencies and associates and he is having wide experience in industrial projects, engineering and management affairs.	Mr. Pranav Singla has to his credit experience of around 5 years in the fields of Accounting, Finance, Production Management, Strategic Planning, Cost Management, Plants set up and expansions. He has inherited excellent entrepreneurship skills from his industrialist family.	<p>With over 35 years of extensive experience in the steel industry, Mr. Madan Mohan is a seasoned professional renowned for his expertise in various aspects of the sector. His proficiency spans the setup and management of galvanized and ERW steel tubes & pipes, scaffolding fittings and systems, hollow sections, and channels plants. From production to marketing, finance to funds management, and cost reduction, Mr. Mohan's comprehensive skill set encompasses all facets of steel manufacturing and business operations.</p> <p>His deep-rooted understanding of the steel and pipe industry, coupled with his adeptness in business finance and strategy, has been instrumental in driving the success of the Company he leads. Under his visionary leadership, the organization has experienced exponential growth, steadily earning a reputation for excellence in the industry. Mr. Mohan's strategic initiatives and relentless pursuit of operational efficiency have been the driving force behind the Company's trajectory towards becoming a distinguished entity.</p> <p>His unwavering commitment to propelling growth and delivering profitable outcomes has cemented his position as a dynamic leader within the steel industry, inspiring confidence among stakeholders and positioning the Company for sustained success in the future.</p>

NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Rakesh Garg	Mr. Pranav Singla	Mr. Madan Mohan
8.	Terms and conditions for appointment	Re-appointment of Mr. Rakesh Garg who was appointed as Whole Time/ Executive Director of the Company for a period of 5 years w.e.f. 29.05.2020 and his appointment as such was approved at the 29th AGM held on September 30, 2020, his tenure is due to be expired on May 29, 2025. All other Policies and rules as are applicable to employees of his cadre, apply to his re-appointment.	In terms of Section 152(6) of the Companies Act 2013, Mr. Pranav Singla is liable to retire by rotation. Mr. Pranav Singla was appointed as Whole Time/Executive Director of the Company for a period of 5 years w.e.f. 18.08.2021 and his appointment as such was approved at the 30th AGM held on September 22, 2021. All other Policies and rules as are applicable to employees of his cadre, apply to his appointment.	Re-appointment of Mr. Madan Mohan who was appointed as Managing Director of the Company for a period of 5 years w.e.f. 29.05.2020 and his appointment as such was approved at the 29th AGM held on September 30, 2020, his tenure is due to be expired on May 29, 2025. All other Policies and rules as are applicable to employees of his cadre, apply to his re-appointment. .
9.	Remuneration last drawn	Rs. 3,00,000/- Per Month	Rs. 2,50,000/- Per Month	Rs. 3,00,000/- Per Month
10.	Details of remuneration sought to be paid	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.
11.	Directorship in Listed entities (Other than JTL Industries Limited) and listed entities from which the person has resigned in the past three years.	NIL/NA	NIL/NA	NIL/NA
12.	Directorships held in other companies	1. Himani Steels Private Limited, 2. JTL Tubes Limited, 3. JTL Green Energy Limited,	1. JTL Tubes Limited, 2. NewChd Developers LLP (Designated Partner)	1. Jagan Industries Private Limited 2. Mirage Infra Limited
13.	Memberships/ Chairmanships of committees of other companies	NIL	NIL	NIL

NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Rakesh Garg	Mr. Pranav Singla	Mr. Madan Mohan
14.	Number of shares held in the Company (As on March 31, 2024)	1,31,39,336 (7.42%)	2194034 (1.24%)	2,61,08,934 (14.75%)
15.	Disclosure of relationships between Directors / KMP inter se	NIL/NA	Mr. Pranav Singla is nephew of Mr. Madan Mohan, Mg. Director of the Company and Grandson of Mr. Mithan Lal Singla. Mr. pranav Singla and Dhruv Singla are cousins.	Mr. Madan Mohan is son of Mr. Mithan Lal Singla, Father of Mr. Dhruv Singla and Uncle of Mr. Pranav Singla.

SR.NO	NAME OF DIRECTOR	Mr. Mithan Lal Singla	Mr. Sukhdev Raj Sharma
1.	DIN	00156885	02135083
2.	Date of Birth	01/04/1942	01/06/1955
3.	Age	82	69
4.	Date of first appointment on the Board	29/07/1991	30/06/2020
5.	Qualifications	Graduation	B.sc and M.B.A
6.	Experience & expertise in specific functional area	Mr. Mithan Lal Singla has more than 40 Years of experience in steel business. He has played a key role in setting up current manufacturing facilities and has been associated with various ventures in different capacities & conversant with latest industrial techniques.	Mr. Sukhdev Raj Sharma is a highly accomplished professional with an impressive academic background and over 40 years of experience in the banking industry. Holding degrees in B. Sc., MBA, and CAIIB, he has honed his expertise through various roles and responsibilities. His tenure as Managing Director of PNB International Limited in London, a subsidiary of PNB, showcased his strategic acumen and leadership abilities on an international stage. Additionally, his advisory role in an investment banking firm underscores his versatility and keen insight into financial markets. Notably, he has held pivotal positions such as Field General Manager for Delhi & NCR, demonstrating his proficiency in managing diverse operational landscapes. Mr. Sharma's contributions extend beyond conventional banking, as evidenced by his board memberships in State Financial Corporations, a technical consultancy organization, and public limited companies. His extensive experience encompasses areas like banking, finance, corporate credit, and fund management, making him a respected figure in the industry.

NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Mithan Lal Singla	Mr. Sukhdev Raj Sharma
7.	Terms and conditions for appointment	In terms of Section 152(6) of the Companies Act 2013, Mr. Mithan Lal Singla is liable to retire by rotation. Mr. Mithan Lal Singla was appointed as Non-Executive Director of the Company w.e.f. 30.05.2014. All other Policies and rules as are applicable to employees of his cadre, apply to his appointment.	As per the Policy of Terms and Conditions of the appointment/ re-appointment of the Independent Director as placed on the Website of the Company.
8.	Remuneration last drawn	Not Applicable	Not Applicable
9.	Details of remuneration sought to be paid	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof and reimbursement of expenses for participation in the meetings.
10.	Directorship in Listed entities (Other than JTL Industries Limited) and listed entities from which the person has resigned in the past three years.	NIL/NA	NA
11.	Directorships held in other companies	1. Jagan Industries Private Limited 2. JTL Green Energy Limited,	NIL

NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Mithan Lal Singla	Mr. Sukhdev Raj Sharma
12.	Memberships/ Chairmanships of committees of other companies	NIL	Membership- Audit, CSR and Stakeholders Relationship Committees of Primo Chemicals Limited Chairmanship- N&R Committee of Primo Chemicals Limited
13.	Number of shares held in the Company (As on March 31, 2024)	43,96,714 (2.48%)	NIL
14.	Disclosure of relationships between Directors / KMP inter se	Mr. Mithan Lal Singla is the Father of Mr. Madan Mohan and Grandfather of Mr. Dhruv Singla and Mr. Pranav Singla	NIL/NA

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By the Order of Board of Directors

For JTL Industries Limited

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Sd/-

Madan Mohan

Managing Director

DIN: 00156668