



JAINEX AAMCOL LIMITED

405 & 406, Sharda Chambers, 15, Sir Vitthaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020
Tel: 022- 22002252 Fax: 022- 22002254
CIN : L74999MH1947PLC005695

Date: 27th November, 2020

**To,
The Corporate Services Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001**

Scrip Code: 505212

Sub: Notice of 72nd Annual General Meeting of the Company.

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice dated 12th November, 2020 for convening the 72nd Annual General Meeting of the Company to be held on Monday, 21st December, 2020 at 11:00 a.m. at the Registered Office of the Company at 405 & 406, Sharda Chambers, 15, Sir Vitthaldas Thackersey Marg, New Marine Lines, Mumbai- 400020, Maharashtra, India.

Kindly take the same on records and acknowledge receipt of the same.

Thanking You,

Yours faithfully,
For JAINEX AAMCOL LIMITED



**RAHUL DUGAR
DIRECTOR
DIN: 00013704**

Documents Enclosed: As above

JAINEX AAMCOL LIMITED ANNUAL REPORT 2019-20

NOTICE

Notice is hereby given that the 72nd Annual General Meeting of the Members of Jainex Aamcol Limited will be held on Monday, December 21, 2020 at 11.00 A.M. at the registered office of the Company at 405 & 406, Sharda Chambers, 15 Sir Vitthaladas Thackersey Marg, New Marine Lines, Mumbai – 400020 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Report of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Bhagat Singh Dugar (DIN:00013082), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To re-appoint Mr. Kunal Bafna (DIN: 00902536) as Whole-time Director of the Company and in this regard, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and Rules framed there under, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory enactment or amendment, for the time being in force), the relevant provisions of Articles of Association of the Company and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Kunal Bafna, (DIN: 00902536) as Whole-time Director of the Company for a period of three years w.e.f. October 8, 2019 to October 7, 2022 on the terms & conditions and at a remuneration plus benefits and perquisites as approved by the Nomination and Remuneration Committee, details herein given below, with liberty to the Board of Directors to alter, vary and modify the terms and conditions of their appointment as Wholetime Director in such a manner as may be agreed between the Board of Directors and Mr. Kunal Bafna.

The details of managerial remuneration payable to Mr. Kunal Bafna as Whole-time Director of the Company are given below:

- A) Gross Annual Salary:- Rs.55,000/- per month inclusive of all perquisites with liberty to the Board to increase the same as it may in its absolute discretion determine from time to time.
- B) Perquisites: In addition to the salary, the appointee shall be entitled to perquisites, allowance, benefits, facilities and amenities (collectively called

“perquisites & allowances such as Medical allowance, Leave Travel, Hospitalization and Accident insurance, Car with Driver or cash equivalent thereof for use on Company's business, Telecommunication facilities and any other perquisites as per the policy/ rules of the Company in force or as may be approved by the Board from time to time.

The Appointee shall be entitled to the following Perquisites which shall not be included in the computation of the ceiling of remuneration:

- a) Payment of gratuity and other retirement benefits and;
- b) Leave Encashment.

The total amount of perquisites all inclusive shall not exceed 100% of the basic salary.

RESOLVED FURTHER THAT the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and / or perquisites of Mr. Kunal Bafna, and revise such remuneration and / or perquisites from time to time within the maximum limit specified as above and to vary / modify / amend any of the aforesaid terms and conditions, provided such variation / modification / amendment is in conformity with the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

- 4) To re-appoint Mr. Hitesh Mulraj Popat (DIN: 00407897) as an Independent Director of the Company and in this regard, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Hitesh Mulraj Popat (DIN: 00407897) whose term as an Independent Director of the Company expired on March 31, 2020 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 (five) years with effect from March 31, 2020 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

- 5) To re-appoint Mr. Sunil Sampatraj Parakh (DIN: 01111159) as an Independent Director of the Company and in this regard, to pass with or without modifications, the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr.Sunil Sampatraj Parakh (DIN: 01111159)whose term as an Independent Director of the Company expired on March 31, 2020 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 (five) years with effect from March 31, 2020 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

- 6) To re-appoint Mr. Vinit Ramgopal Kejriwal (DIN: 01254554) as an Independent Director of the Company and in this regard, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr.Vinit Ramgopal Kejriwal (DIN: 01254554)whose term as an Independent Director of the Company expired on March 31, 2020, who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 (five) years with effect from March 31, 2020 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

- 7) To re-appoint Ms. Manju Jain (DIN: 01332762) as an Independent Director of the Company and in this regard, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Manju Jain (DIN: 01332762) whose term as an Independent Director of the Company expired on March 31, 2020, who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 (five) years with effect from March 31, 2020 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

**By order of the Board of Directors
for Jainex Aamcol Limited**

Place: Mumbai

Date: 12th November, 2020

**MOHANLAL ZUMBARLAL KOTHARI
Managing Director
DIN: 01486305**

Registered Office:

405 & 406, Sharda Chambers, 15,
Sir Vitthaladas Thackersey Marg,
New Marine Lines, Mumbai-400020
CIN: L74999MH1947PLC005695
Tel.: 91-22-2200 2252 Fax: 91-22-2200 2254
Email: accounts@jainexgroup.com
Website: www.jainexaamcol.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument appointing the Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than Forty Eight (48) hours before the time for holding the AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hrs before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member is entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing of the intention to inspect is given to the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted at the AGM, is annexed hereto.
3. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. Documents in respect of items referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. upto the date of the AGM on all working days (except Saturday, Sunday and Public Holidays).
6. Members holding shares in physical form are requested to notify/send:
 - Any change in their address/mandate/bank details;
 - Particulars of their bank account, in case the same have not been sent earlier;
 - Quote their Folio numbers in all correspondences; and

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- Applications for consolidating their holdings into one folio in case shares are held under multiple folios in the identical order of names to the Company's Registrar and Transfer Agent, Link Intime India Private Limited, Mumbai at the earliest but not later than December 14, 2020.
7. Information as required to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings (SS-II) issued by the Institute of Company Secretaries of India with regards to the Director seeking re-appointment at this AGM is given as an Annexure to this Notice.
 8. Electronic copy of Annual Report for the financial year 2019-20 and Notice calling the 72nd AGM of the Company inter alia indicating the process and manner of Remote E-voting is also being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of Annual Report for the financial year 2019-20 and Notice of the 72nd AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 9. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the Annual Report at the AGM.
 10. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
 11. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

Link Intime India Private Limited

C 101, 247 Park,

L.B.S.Marg, Vikhroli (West),

Mumbai - 400083.

Tel No. +91 22 49186270,

Fax No. +91 22 49186060

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

12. The Securities and Exchange Board of India (“SEBI”) has mandated submission of Income Tax Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
13. Instructions and other information for E-voting are as under:
- i) In accordance to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to its Members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (“NSDL”).
 - ii) The Company has approached NSDL for providing e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
 - iii) The Members may cast their votes through E-voting from a place other than the venue of the AGM (“Remote E-voting”).
 - iv) Voting through physical ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the Meeting.
 - v) The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - vi) Remote E-voting facility will commence from 9.00 a.m. on December 18, 2020 and will end at 5.00 p.m. on December 20, 2020. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by NSDL upon expiry of aforesaid period.

- vii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner as on the cut-off date i.e. December 14, 2020.
- viii) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. December 14, 2020, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ix) Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. December 14, 2020, may obtain the User ID and password for Remote E-voting by sending request at evoting@nsdl.co.in or evoting@linkintime.co.in.
- x) Ms. Sonal Shah, Practicing Company Secretary (Membership No. ACS24216) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.
- xi) The Scrutinizer shall, after scrutinizing the votes cast through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.jainexaamcol.com and on the website of NSDL and shall also be communicated to Bombay Stock Exchange Limited (the "BSE Limited").

- xii) 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 at the Meeting.

Instructions for E-voting:

Step 1: Log-in to NSDL e-Voting system

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

login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your

demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and evoting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (**Scrutinizer mail ID**) to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. You can also update your Mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
4. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support "Green Initiative", the Members are requested to update their email address, with their concerned Depository Participant to enable us to send you necessary documents /communication via email. Members who hold shares in physical form are requested to register their e-mail address with Link In time India Private Limited, Registrar and Share Transfer Agents.

**By order of the Board of Directors
for Jainex Aamcol Limited**

MOHANLAL ZUMBARLAL KOTHARI
Managing Director
DIN: 01486305

Place: Mumbai

Date:12th November, 2020

Registered Office:

405 & 406, Sharda Chambers, 15,
Sir Vitthaldas Thackersey Marg,
New Marine Lines, Mumbai-400020
CIN: L74999MH1947PLC005695
Tel.: 91-22-2200 2252 Fax: 91-22-2200 2254
Email: accounts@jainexgroup.com
Website: www.jainexaamcol.com

ANNEXURE TO THE NOTICE
Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3

As recommended by the Nomination and Remuneration Committee the Board of Directors in its Meeting held on October 8, 2019 re-appointed Mr. Kunal Bafna as the Whole-time Director of the Company for a period of three years w.e.f. October 8, 2019 to October 7, 2022. The re-appointment of Mr. Kunal Bafna and the remuneration payable to him is subject to approval of the Members of the Company. Therefore the consent of members is sought by way of Ordinary Resolution.

The information as required in Schedule V Part II section II (B) of the Companies Act, 2013 is as under:

1. Payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee;
2. The Company has not committed any default in payment of dues to any bank or public Financial Institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public Financial Institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the General Meeting.

None of the Directors except Mr. Kunal Bafna is interested in his appointment and remuneration.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below by way of abundant caution:-

I. General Information:**(i) Nature of Industry:**

The Company is engaged in Manufacturing of Gear Hobs and Cutting tools.

(ii) Date or expected date of Commencement of Commercial production:

The Company was incorporated on April 15, 1947 as a Limited Company. Hence, Certificate of Commencement of Business was received on April 15, 1947.

- (iii) In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:**

NIL

- (iv) Financial performance based on given indicators as per audited financial results for the year ended March 31, 2020:**

The Company has incurred loss of Rs. 29,74,515/- in the financial year 2019-20. However the company has adopted new technologies and corrective measures to cope up with the current market situations and would increase the revenue to new heights by next year thereby increasing the level of net profits.

- (v) Foreign Investment or collaborations, if any:**

The Company has not entered into any foreign collaboration. The Company has not made any foreign investments. The Foreign Institutional Investors are holding shares in the Company within the permitted limits.

II. Information about the appointee:

- (i) Background details:**

Name of Appointee	Background Details
Mr. Kunal Bafna	Mr. Kunal Bafna is Qualified Chartered Accountant having more than 28 years of commercial experience in manufacturing industry.

- (ii) Past remuneration:**

Remuneration drawn by Mr.Kunal Bafna for the period from October 10, 2016 to October 7, 2019 was Rs. 55,000/- per month inclusive of perquisites plus incentive on turnover as decided by and between the Board and the company.

- (iii) Recognition or awards: Nil**

- (iv) Job profile and their suitability:**

Mr. Kunal Bafna is responsible for day-to-day management of the Company, subject to overall supervisor, control and direction of the Board of Directors. Taking into consideration his qualifications and expertise in the related fields, his position as a Whole Time Director and CFO is best suited for the responsibilities of current assigned role.

(v) Remuneration proposed:

The Gross Annual Salary of Rs. 55,000/- per month inclusive of all perquisites as approved by the Nomination and Remuneration Committee subject to the approval of the members of the Company.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile of Mr. Kunal Bafna, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial Personnel, if any:

The above named appointee is related to the Directors personnel of the Company. Mr. Kunal Bafna is son-in-law of Mr. Bhagat Singh Dugar and brother-in-law of Mr. Rahul Dugar, Directors of the Company.

III. Other Information

(i) Reasons of loss or inadequate profits:

Company has incurred loss due to Current market conditions and competitive business.

(ii) Steps taken or proposed to be taken for improvement

Corrective measures and planning for improved technologies in the current areas of business carried out by the company.

(iii) Expected increase in productivity and profits in measurable terms

Company is confident in achieving hike in sales and thereby increases the turnover and net profits of the Company.

(iv) Disclosures

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual report for the year ended March 31, 2020.

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Your Directors recommend the approval of proposed Resolution by the Members.

ITEM NO. 4

The Members of the Company at its Annual General Meeting held on September 30, 2015 had approved the appointment of Mr. Hitesh Mulraj Popat (DIN: 00407897) as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto March 31, 2020.

Mr. Hitesh Mulraj Popat, Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Hitesh Mulraj Popat has the requisite qualification, skills, experience and expertise in specific functional areas, which is beneficial to the Company and based on the outcome of his performance evaluation, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved at their respective meetings held on, March 18, 2020, his re-appointment as an Independent Director for the second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 1, 2020. As per the provisions of Section 149 of the Companies Act, 2013 approval of Members of the Company is required by way of a Special Resolution, for continuance of his appointment as an Independent Director of the Company. Accordingly, the Board of Directors recommends the Resolution set out in Item No. 4 for approval of the members of the Company as Special Resolution.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the Listing Regulations, is provided in Annexure A of this Notice.

Except Mr. Hitesh Mulraj Popat, none of the Promoters, Directors, and Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

The members of the Company at its Annual General Meeting held on September 30, 2015 had approved the appointment of Mr. Sunil Sampatraj Parakh (DIN: 01111159) as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto March 31, 2020.

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Mr. Sunil Sampatraj Parakh, Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Sunil Sampatraj Parakh as the requisite qualification, skills, experience and expertise in specific functional areas, which is beneficial to the Company and based on the outcome of his performance evaluation, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved at their respective meetings held on, March 18, 2020, his re-appointment as an Independent Director for the second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 1, 2020. As per the provisions of Section 149 of the Companies Act, 2013 approval of Members of the Company is required by way of a Special Resolution, for continuance of his appointment as an Independent Director of the Company. Accordingly, the Board of Directors recommends the Special Resolution set out in Item No. 5 for approval of the members of the Company as Special Resolution.

The required details as per the Secretarial Standards (“SS-2”) and Regulation 36(3) of the Listing Regulations, is provided in Annexure A of this Notice.

Except Mr. Sunil Sampatraj Parakh, none of the Promoters, Directors, and Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

The Members of the Company at its Annual General Meeting held on September 30, 2015 had approved the appointment of Mr. Vinit Ramgopal Kejriwal (DIN: 01254554) as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto March 31, 2020.

Mr. Vinit Ramgopal Kejriwal, Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Vinit Ramgopal Kejriwal has the requisite qualification, skills, experience and expertise in specific functional areas, which is beneficial to the Company and based on the outcome of his performance evaluation, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved at their respective meetings held on March 18, 2020, his re-appointment as an

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Independent Director for the second term of (five) consecutive years on the Board of the Company w.e.f. April 1, 2020. As per the provisions of Section 149 of the Companies Act, 2013 approval of Members of the Company is required by way of a Special Resolution, for continuance of his appointment as an Independent Director of the Company. Accordingly, the Board of Directors recommends the Special Resolution set out in Item No. 6 for approval of the members of the Company as Special Resolution.

The required details as per the Secretarial Standards (“SS-2”) and Regulation 36(3) of the Listing Regulations, is provided in Annexure A of this Notice.

Except Mr. Vinit Ramgopal Kejriwal, none of the Promoters, Directors, and Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO.7

The Members of the Company at its Annual General Meeting held on September 30, 2015 had approved the appointment of Ms. Manju Jain (DIN: 01332762) as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto March 31, 2020.

Ms. Manju Jain, Independent Director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Ms. Manju Jain, has the requisite qualification, skills, experience and expertise in specific functional areas, which is beneficial to the Company and based on the outcome of her performance evaluation, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved at their respective meetings held on, March 18, 2020, her re-appointment as an Independent Director for the second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 1, 2020. As per the provisions of Section 149 of the Companies Act, 2013 approval of Members of the Company is required by way of a Special Resolution, for continuance of her appointment as an Independent Director of the Company. Accordingly, the Board of Directors recommends the Special Resolution set out in Item No. 7 for approval of the members of the Company as Special Resolution.

The required details as per the Secretarial Standards (“SS-2”) and Regulation 36(3) of the Listing Regulations, is provided in Annexure A of this Notice.

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Except Ms. Manju Jain none of the Promoters, Directors, and Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**By order of the Board of Directors
for Jainex Aamcol Limited**

Place: Mumbai

Date:12th November, 2020

**MOHANLAL ZUMBARLAL KOTHARI
Managing Director
DIN: 01486305**

Registered Office:

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CIN: L74999MH1947PLC005695
Tel.: 91-22-2200 2252 Fax: 91-22-2200 2254
Email: accounts@jainexgroup.com
Website: www.jainexaamcol.com

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ANNEXURE TO NOTICE

Information Required Under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings (SS-II) issued by the Institute of Company Secretaries of India in respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

Particulars	Details of Director seeking re-appointment at the Annual General Meeting pursuant to retirement by rotation.	Details of Director seeking re-appointment as the Whole-time Director at the Annual General Meeting.
	(1)	(2)
Name of the Director	Mr. Bhagat Singh Dugar	Mr. Kunal Bafna
Director Identification No.	00013082	00902536
Date of Birth	23/10/1945	09/03/1968
Date of appointment	30/07/1999	10/10/2013
Qualification	MBA	CA
Expertise in Specific Functional Area	He is involved in the Business for more than 50 years and has rich experience in Marketing and Management.	He has over 28 years of commercial experience in manufacturing industry.
Directorship held in other listed companies (As on March 31, 2020)	None	None
Chairmanships/ Memberships of the Committees of the Board of Directors of other companies (As on March 31, 2020)	None	None
Shareholding of Directors (As on March 31, 2020)	62,597 Equity shares	94,700 Equity Shares
Relationship between Directors inter-se	Father of Mr. Rahul Dugar, Director of the Company & Father-in-law of Mr. Kunal Bafna, Whole Time Director of the Company.	Son-in-law of Mr. Bhagat Singh Dugar and Brother-in-law of Mr. Rahul Dugar.

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Particulars	Details of Independent Director seeking re-appointment at the Annual General Meeting	Details of Independent Director seeking re-appointment at the Annual General Meeting	Details of Independent Director seeking re-appointment at the Annual General Meeting	Details of Independent Director seeking re-appointment at the Annual General Meeting
	(3)	(4)	(5)	(6)
Name of the Director	Mr. Hitesh Mulraj Popat	Mr. Sunil Sampatraj Parakh	Mr. Vinit Ramgopal Kejriwal	Ms. Manju Jain
Director Identification Number	00407897	01111159	01254554	01332762
Date of Birth	11/08/1969	08/10/1971	08/08/1969	14/01/1946
Date of appointment	27/03/2015	27/03/2015	27/03/2015	27/03/2015
Qualification	B. Com ACA	B. Com ACA	B. Com	Inter Arts
Expertise in Specific Functional Area	More than 27 years of experience in Finance, Taxation and Planning	More than 25 years of experience in Finance, Taxation and Planning	More than 29 years of experience in Manufacturing and Retail	More than 50 years of experience in Administration, Marketing and Distribution
Directorship held in other listed companies (As on March 31, 2020)	Nil	Nil	Nil	Nil
Chairmanships/ Members hips of the Committees of the Board of Directors of other companies (As on March 31, 2020)	Nil	Nil	Nil	Nil
Shareholding of Directors (As on March 31, 2020)	Nil	Nil	Nil	Nil

Route map for venue of the AGM

405 & 406, Sharda Chambers, 15,
Sir Vitthaladas Thackersey Marg,
New Marine Lines, Mumbai-400020

