



JAINEX AAMCOL LIMITED

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

Date: 03rd September, 2019

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

Scrip Code: 505212

Sub: Notice of 71st 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 14th August, 2019 convening the 71st Annual General Meeting of the Company held on Monday, 30th September, 2019 at 11:30 a.m. at the Registered Office of the Company at 405 & 406, Sharda Chambers, 15, Sir Vitthaladas 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

NOTICE

Notice is hereby given that the 71st Annual General Meeting of the Members of Jainex Aamcol Limited will be held on Monday, 30th September, 2019 at 11.30 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 businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Rahul Dugar (DIN: 00013704), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To re-appoint Mr. Mohanlal Zumbarlal Kothari as Managing 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 thereunder, 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. Mohanlal Zumbarlal Kothari, as the Managing Director of the Company for a period of three years w.e.f. 01st April, 2019 to 31st March, 2022 on the terms & conditions and at a remuneration plus benefits and perquisites as recommended by the Nomination and Remuneration Committee, details herein given below, with liberty to the Board of Directors (hereinafter referred to as the Board”) to alter, vary and modify the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mohanlal Zumbarlal Kothari, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

The details of managerial remuneration payable to Mr. Mohanlal Zumarlal Kothari as Managing Director of the Company are given below:

- A)** Gross Annual Salary:- Rs. 16,50,000/- 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)** In addition he will be entitled to 1% incentive on turnover (1% incentive on sale of hobs & cutter above Rs. 70,00,000/- and 1 % incentive on sale of Gauges above Rs. 5,00,000/-).

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. Mohanlal Zumarlal Kothari, and revise such remuneration and / or perquisites from time to time within the maximum limits 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 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 approve related party transaction for the financial year 2019--20 in this regard, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of the

Members be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with M/s. Metagame Ventures Private Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Obligations and Disclosure Requirements Regulations, 2015 (LODR) by appointing them as an agent for sale of products of the Company & availing Jobbing Services to the Company in the designated territory on such terms and conditions as mutually agreed and thereby earning commission @ 4% plus incentives @ 4% on the total sales made by M/s. Metagame Ventures Private Limited during the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Mr. Bhagat Singh Dugar, Director of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.”

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

Place: Mumbai

Date: 14th August, 2019

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

Registered Office:

405 & 406, Sharda Chambers, 15,
Sir Vitthalidas 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. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday 24th September, 2019 to Monday 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

6. 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).
7. 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
 - 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 23rd September, 2019.
8. 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.
9. Electronic copy of Annual Report for the financial year 2018-19 and Notice calling the 71st AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form 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 2018-19 and Notice of the 71st 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.
10. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the Annual Report at the AGM.
11. 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.

12. 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

13. 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.

14. 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 27th September, 2019 and will end at 5.00 p.m. on 29th September, 2019. 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. 23rd September, 2019.
- viii) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. 23rd September, 2019, 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. 23rd September, 2019, 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. ACS 24216) 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 at the AGM and 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:

- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting 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. Documents in respect of items referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting on all working days (except Saturday, Sunday and Public Holiday).
5. 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

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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**

**Place: Mumbai
Date: 14th August, 2019**

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

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)

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 of the accompanying Notice:

ITEM NO. 3

As recommended by the Nomination and Remuneration Committee the Board of Directors in its Meeting held on 01st April, 2019 re-appointed Mr. Mohanlal Zumbarlal Kothari as the Managing Director of the Company for a period of three years w.e.f. 01st April, 2019 to 31st March, 2022 at a Gross Annual Salary of Rs. 16,50,000/- inclusive of all Perquisites. In addition, Mr. Mohanlal Zumbarlal Kothari will be entitled to incentive on turnover as set out in the Resolution. The re-appointment of Mr. Mohanlal Zumbarlal Kothari 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 suction 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. Mohanlal Zumbarlal Kothari is interested in his appointment and remuneration.

The effective Capital of the Company is Rs. 5 Crores and above but less than 100 crores. Therefore as per Section (II)(A)(ii) of Part II of Schedule V, the Company can pay yearly Remuneration not exceeding Rs. 84,00,000/- to the managerial person. Therefore the annual remuneration proposed to be paid to Mr. Mohanlal Zumarlal Kothari shall not exceed Rs. 84,00,000/- and hence it shall be passed as an Ordinary Resolution. 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 15th April, 1947 as a Limited Company. Hence, Certificate of Commencement of Business was received on 15th April, 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 31st March, 2019:

The Company has earned profit of Rs. 61,03,113/- in the financial year 2018-19. The revenue operations of the Company have increased in the financial year 2018-19 as compared to last year. 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. Mohanlal Zumbarlal Kothari	Mr. Mohanlal Zumbarlal Kothari is B.E (Mech) by Profession. He has over 33 years of technical and commercial experience in gear cutting tools and allied activities.

(ii) Past remuneration:

Remuneration drawn by Mr. Mohanlal Zumbarlal Kothari for the period from 1st April, 2016 to 31st March, 2019 was Rs. 15,00,000/- p.a. 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. Mohanlal Zumbarlal Kothari is responsible for day-to-day management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualifications and expertise in the related fields, his position as a Managing Director is best suited for the responsibilities of current assigned role.

(v) Remuneration proposed:

The Gross Annual Salary of Rs. 16,50,000/- inclusive of all perquisites as approved by the Nomination and Remuneration Committee subject to the

approval of the members of the Company. In addition, Mr. Mohanlal Zumarlal Kothari will be entitled to incentive on turnover as set out in the Resolution.

(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. Mohanlal Zumarlal Kothari, 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:

Above named appointee is related to the managerial personnel of the Company. Mr. Mohanlal Zumarlal Kothari does not have any pecuniary relationship with them.

III. Other Information

(i) Reasons of loss or inadequate profits:

Company is having inadequate profits 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 31st March, 2019.

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

None of the Directors other than Mr. Mohanlal Zumbarlal Kothari is interested in the Resolution.

ITEM NO. 4

To ensure stability supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with M/s. Metagame Ventures Private Limited, which is related party within the meaning of Section 2(76) of the Act by appointing them as an agent for sale of products of the Company & availing Jobbing Services to the Company in the designated territory on such terms and conditions as mutually agreed and thereby earning commission @ 4% plus incentives @ 4% on the total sales made by M/s. Metagame Ventures Private Limited during the financial year 2019-20.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into with M/s. Metagame Ventures Private Limited falls within the purview of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Metagame Ventures Private Limited in the financial year 2019-20. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with M/s. Metagame Ventures Private Limited are as follows:

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Sl.	Particulars	Remarks
1	Name of the Related Party	M/s. Metagame Ventures Private Limited
2	Name of the Director or KMP who is related	Mr. Mohanlal Zumarlal Kothari
3	Nature of Relationship	Mr. Kshitij Kothari is Director of M/s. Metagame Ventures Private Limited. Mr. Kshitij Kothari is son of Mr. Mohanlal Zumarlal Kothari, Managing Director of Jainex Aamcol Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract / Agreement by the Company with M/s. Metagame Ventures Private Limited by appointing them as an agent for sale of products of the Company & availing Jobbing Services to the Company in the designated territory on such terms and conditions as mutually agreed and thereby earning commission @ 4% plus incentives @ 4% on the total sales made by M/s. Metagame Ventures Private Limited during the financial year 2019-20.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	The said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution.

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 for re-appointment at the Annual General Meeting pursuant to expiry of the term.
Name of the Director	Mr. Rahul Dugar	Mr. Mohanlal Zumberlal Kothari
Director Identification Number	00013704	01486305
Date of Birth	10/11/1968 (51 Years)	02/10/1952 (66 Years)
Date of appointment	31/07/2003	01/04/2007
Qualification	B.Com	B.E (Mech)
Expertise in Specific Functional Area	27 years experience in the field of Marketing and Administration.	33 years technical and commercial experience in gear cutting tools.
Directorship held in other listed companies (As on 31st March, 2019)	None	None
Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on 31st March, 2019)	None	None

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Shareholding of Directors (As on 31st March, 2019)	20,750 Equity shares	Nil
Relationship between Directors inter-se	Son of Mr. Bhagat Singh Dugar, Chairman of the Company & Brother-in-law of Mr. Kunal Bafna, Whole Time Director of the Company	None

Route map for venue of the AGM

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

