



JAI BALAJI INDUSTRIES LIMITED

Regd. Office : 5, Bentinck Street, Kolkata - 700 001

Date: 25th April, 2013

Dear Shareholder,

Sub: **Abstract of the terms of the contract and memorandum of concern or interest under Section 302 of the Companies Act, 1956**

Considering the valuable contributions made by Shri Sanjiv Jajodia in managing the affairs of the Company and on the recommendation by the Remuneration Committee, the Board of Directors of the Company ("the Board") at its meeting held on 22nd April, 2013 has approved the re-appointment of Shri Sanjiv Jajodia as Whole-time Director of the Company in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, and subject to approval of the members and such other authorities as may be required, for a further period of 5(five) years commencing from 1st day of May, 2013 and approved the terms and conditions of his re-appointment and remuneration.

BRIEF PROFILE

Shri Sanjiv Jajodia is presently on the board of the flagship company of our group, Jai Balaji Industries Limited as a Whole-time Director. He is a Commerce Graduate and has more than two decades of experience in steel industry. He has expertise in Corporate Finance, Accounts, Taxation, Corporate Governance, Statutory Compliance, Planning, Systems & Procedures, Audit, Internal & Statutory Audit and Control. Shri Sanjiv Jajodia, son of Late Keshar Deo Jajodia joined Jai Balaji Industries Limited in 2002. He has been instrumental in shaping the corporate profile of the Company and in establishing the Company as a major corporate house in the steel sector. Shri Sanjiv Jajodia is also a director on the Boards of the some of the group companies.

In compliance with the requirements of Section 302 of the Companies Act, 1956, an abstract of the main terms and conditions of the re-appointment of Shri Sanjiv Jajodia, as the Whole time Director of the Company is appended herewith together with a memorandum of concern or interest of the directors:

TERMS AND CONDITIONS OF RE-APPOINTMENT INCLUDING REMUNERATION

The terms and conditions of re-appointment of Shri Sanjiv Jajodia, Whole-time Director, as recommended by the Remuneration Committee and as approved by the Board of Directors of the Company are as follows:

I. Designation:- Whole-time Director
II. Tenure:- For a period of 5(five) years commencing from 1 st day of May, 2013 to 30 th day of April, 2018
III. Terms of remuneration payable:-
a) Salary: Rs.6,00,000/- (Rupees Six lac only) per month. (Annual increment of amount not exceeding Rs. 1,20,000 per month, subject to the approval of Board.)
b) Perquisites and Allowances:
i) Housing Fully furnished residential accommodation, owned leased or licensed by the Company OR, in lieu a house rent allowance @ 40% of the monthly salary.
ii) Education Education expenses of dependent children not exceeding Rs. 50,000/- per month.
iii) Special Allowance Special Allowance of Rs. 1,25,000/- per month.
iv) Medical Benefits Reimbursement of actual medical expenses incurred in India/abroad and including hospitalization/nursing home and surgical charges for himself and family. The company shall pay necessary premium for maintenance of policies for himself and family for medical benefits.
v) Personal accident insurance For self and family as per rules of the Company.
vi) Leave travel concession For self and family as per rules of the Company.
vii) Contribution to Provident Fund, Superannuation Fund and Annuity Fund The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.
viii) Gratuity Payable as per rules of the Company.



ix) <u>Leave</u> Leave with full pay and allowances including encashment thereof as per rules of the Company.
x) <u>Club fees</u> Reimbursement of membership fees for a maximum of two clubs including admission and life membership fees.
xi) <u>Statutory obligations</u> Payable as per rules of the Company.
<u>Explanation</u> Perquisites shall be valued as per the Income Tax, 1961 wherever applicable and in absence of any such Rules, perquisites shall be evaluated at cost.
c) Amenities:
i) <u>Conveyance Facilities</u> The company shall provide a car with driver or such other suitable conveyance facilities as may be required by the Whole-time Director for discharge of his duties.
ii) <u>Telephone, mobile and other communication facilities</u> The company shall provide telephone, mobile and other communication facilities to the Whole-time Director for official purposes.
d) Other benefits Such other benefits, amenities and facilities as per the Company's rules.
e) Reimbursement of expenses Reimbursement of all entertainment, travelling, hotel and other expenses including foreign travel expenses for self and family incurred by the Whole-time Director during the course of or in connection with the business of the Company.
IV. Remuneration The above remuneration in any financial year shall not exceed the limits laid down under section 198 and 309 read with Schedule XIII of the Companies Act, 1956. The remuneration shall remain suspended till the time the Company is unable to satisfy the conditions specified in Part B Section II of Part II of Schedule XIII of the Companies Act, 1956.
V. Modification The terms and conditions of the said re-appointment may be altered/amended from time to time by the Board of Directors or committee thereof in consultaion with Shri Sanjiv Jajodia, as may be permissible under the Companies Act, 1956 read with Schedules made thereunder.
VI. Shri Sanjiv Jajodia, Whole-time director shall not be paid sitting fees for attending meetings of the Board or any committee thereof of the Company from the date of his re-appointment.
VII. Shri Sanjiv Jajodia, Whole-time Director shall not be liable to retire by rotaion.

MEMORANDUM OF CONCERN OR INTERSET OF THE DIRECTORS

Except Shri Sanjiv Jajodia, Whole-time Director of the Company who is concerned or interested in the re-appointment and the remuneration payable and Shri Rajiv Jajodia, Director of the Company who is brother of the appointee, none of the other directors of the Company is in any way concerned or interested in the re-appointment and remuneration payable.

INSPECTION

Copy of the Agreement dated 22nd April, 2013 referred to above and copies of extract of resolution passed by the board of directors and remuneration committee at their respective meetings is available for inspection at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days except Saturdays.

By order of the Board
For **JAI BALAJI INDUSTRIES LIMITED**

Place: Kolkata
Date: 25th April, 2013
Registered Office:
5, Bentinck Street
Kolkata - 700 001

AJAY KUMAR TANTIA
Company Secretary