

Jai Corp Limited

Corporate Office: 12-B, Mittal Tower, B-Wing- 1st Floor, Free Press Journal Marg, Nariman Point, Mumbai- 400 021.

Tel: 91-22-6115 5300. **Fax:** 91-22-2287 5197; **E-mail:** cs@jaicorpindia.com/

E-mail for investors: cs2@jaicorpindia.com

CIN: L17120MH1985PLC036500 **website:** www.jaicorpindia.com

August 18, 2017

**The Listing Centre,
BSE Limited,
Mumbai - 400 001.**

**The Manager, Listing Department,
National Stock Exchange of India Ltd.,
Mumbai- 400 051.**

Sub: Notice of 32nd Annual General Meeting.

Dear Sir / Madam,

Please find attached the Notice of the 32nd Annual General Meeting.

The Notice is also placed in the website of the Company.

Kindly acknowledge receipt.

Thanking you,
Yours faithfully
For **Jai Corp Limited**



Company Secretary

Encl.: As Above.

Regd. Office: A-3, M.I.D.C. Indl. Area, Nanded-431 603, Maharashtra.

NOTICE

NOTICE is hereby given that the Thirty-second Annual General Meeting of the Members of Jai Corp Limited will be held on Tuesday the 12th day of September, 2017 at 11.00 a.m. at the Registered Office of the Company at A-3, M.I.D.C. Industrial Area, Nanded-431 603, Maharashtra to transact the following businesses:

AS ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the standalone audited financial statements and the Reports of the Board of Directors and the Auditor thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the standalone audited financial statements for the year ended 31st March, 2017 together with the Reports of the Directors and Auditor thereon be and are hereby considered, approved and adopted.”
 - b. the consolidated audited financial statements and the Report of the Auditor thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the consolidated audited financial statements for the year ended 31st March, 2017 together with the Report of the Auditor thereon be and are hereby considered, approved and adopted.”
2. To declare a dividend on Preference Shares and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of 1% (i.e. Re. 0.01) per Preference Share of face value Re. 1/- each to the Preference Shareholders of the Company for the financial year ended 31st March, 2017, whose names appear in the Register of Members at close of business on 5th September, 2017 be and is hereby declared to be paid out of the profits of the Company.”
3. To declare a dividend on Equity Shares and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of 50% (i.e. Re. 0.50) per Equity Share of face value Re. 1/- each to the non- promoter Equity Shareholders of the Company holding 4,81,67,010 Equity Shares and to the exclusion of promoter Equity Shareholders holding 13,02,82,400 Equity Shares, for the financial year ended 31st March, 2017, whose names appear in the Register of Members at close of business on 5th September, 2017 be and is hereby declared to be paid out of the profits of the Company.”

4. To appoint a Director in place of Mr. Vasudeo S. Pandit (DIN 00460320), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Vasudeo S. Pandit (DIN 00460320), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.”

5. To appoint the auditor and to fix remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force), Messrs DTS & Associates, Chartered Accountants (Registration No. 142412W issued by the Institute of Chartered Accountants of India), be and is hereby appointed as the auditor of the Company to hold office from the conclusion of this meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting on such remuneration as may be mutually agreed upon between the said Messrs DTS & Associates and the Board of Directors of the Company.”

AS SPECIAL BUSINESS:

6. To roll-over preference shares for a period of two years and in this regard, pass the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 55 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (“the Rules”) (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force), and Article 8 and all other enabling provisions of the Articles of Association of the Company and the applicable laws, rules, regulations, guidelines, clarifications and approvals issued by any statutory body or regulatory authority and subject to such approvals/ consents/permissions/sanctions as may be required in accordance with applicable laws, rules, regulations and guidelines and subject to such conditions which such body or authority may impose at the time of granting their approvals/ consents/permissions/sanctions and which may be agreed to by the Board of Directors of the Company (the ‘Board’ which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred

on the Board of Directors by this Resolution), consent of the members be and is hereby accorded to the Board to roll-over for a period up to 2 (two) years, the outstanding 49,89,900 (forty-nine lakh eighty-nine thousand and nine hundred) or such number of 1% non-cumulative non-participating redeemable fully paid-up preference shares of face value 1/- (Rupee one only) each of the Company as will be outstanding on 25th November, 2017 being the present date of the redemption that were issued at a price of ₹ 1,000/- (Rupees one thousand only) each i.e. at a nominal value of 1/- (Rupee one only) and a premium of ₹ 999/- (Rupees nine hundred and ninety-nine only) per share allotted on 26th November, 2007, which are due for redemption on 25th November, 2017 to the end and intent that such outstanding preference shares will be redeemed at a later date as hereafter stated;

RESOLVED FURTHER THAT as per the terms of issue, the said preference shares shall continue to carry a preferential right to dividend of 1% (one per cent) per annum;

RESOLVED FURTHER THAT as per the terms of issue, the said preference shares shall in respect of capital, on a winding-up or repayment of capital, carry a preferential right for repayment in priority to the equity shares to the Company but shall not carry any further or other right to participate either in the profits or assets of the Company;

RESOLVED FURTHER THAT the said remaining preference shares as at 25th November, 2017 shall now be redeemable on the expiry of 2 (two) years from the date of roll-over (i.e. two years from 26th November, 2017) with an option to the Company/ preference shareholders to redeem the same any time earlier;

RESOLVED FURTHER THAT as per the terms of issue, the redemption of the said preference shares shall be at a premium of 6% (six per cent) per annum from the date of allotment over and above the total issue price of ₹ 1,000/- (Rupees one thousand only) per share and the amount of premium will be proportionate to the period of holding of the said preference shares;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take all actions and steps and do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to the roll-over of the said outstanding preference shares and to resolve and settle all questions, difficulties or doubts that may arise in regard to such roll-over, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

7. To determine the remuneration payable to the cost auditor for the financial year ending 31st March, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder ("the Rules") (including any statutory modification(s) or re-enactment of the Act and/ or the Rules for the time being in force) Messrs ABK & Associates (Registration No. 000036 issued by the Institute of Cost Accountants of India), cost auditor appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2018 be paid a remuneration of ₹ 3,20,000/- excluding the Goods and Services Tax and re-imbursalment of out-of-pocket expenses incurred by Messrs ABK & Associates during the course of the audit."

By Order of the Board of Directors

Mumbai
9th August, 2017

A. Datta
Company Secretary

Registered Office:

A-3, M.I.D.C. Indl. Area,

Nanded 431 603, Maharashtra.

CIN: L17120MH1985PLC036500

e-mail for investors: cs2@jaicorpindia.com

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.** The instrument appointing a proxy or Power of Attorney, if any, under which it is signed should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Corporate Members are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote at the Meeting.
3. The Register of Members and Share Transfer Books will remain closed from Wednesday, the 6th day of September, 2017 to Tuesday, the 12th day of September, 2017 (both days inclusive).
4. The dividend recommended by the Board of Directors, if declared at the Meeting will be payable to those Members whose names are registered in the Register of Members of the Company at close of business on Tuesday 5th September, 2017.
5. Where any item of business refers to any document which is to be considered at the Meeting, such document will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. and 2:00 p.m. on any working day of the Company up to the date of the Meeting.
6. Un-paid/ un-claimed dividends up to financial year 2008-09 have been transferred to the Investor Education and Protection Fund ('IEPF') pursuant to the provisions of Section 205A of the Companies Act, 1956 and/or Section 124 of the Companies Act, 2013. Un-paid/ un-claimed dividend for the financial years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 will be transferred to the IEPF on or after 06th October, 2017, 22nd October, 2018, 27th October, 2019, 4th November, 2020, 25th October, 2021, 29th October, 2022 and 28th October, 2023 respectively pursuant Section 124 of the Companies Act, 2013. The members who have not cashed their dividend warrant/s are requested to immediately make their claims to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private Limited. It may be noted that pursuant to Section 124(6) of the Companies Act, 2013, all shares in respect of which unpaid or unclaimed dividend has been transferred shall also be transferred by the Company in the name of IEPF. Members may visit http://www.jaicorindia.com/investor/unpaid_dividend.html to ascertain details of shares liable for transfer in the name of IEPF.
7. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificate will be returned to the Member/s after making requisite changes thereon.
8. The Securities and the Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding securities in the electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private Limited.
9. Non-resident Indian shareholders are requested to inform the Company immediately:-
 - i. Change in residential status on return to India for permanent settlement.
 - ii. Particulars of bank account maintained in Indian with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - iii. Copy of Reserve Bank of India permission.
10. In terms of Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations in respect of shares held by them are requested to send the necessary particulars in Form No. SH. 13 (available on request) to the Company's Registrar and Share Transfer Agent, Messrs Karvy Computershare Private Limited.
11. Pursuant to Section 152 of the Companies Act, 2013, Mr. Vasudeo S. Pandit (DIN 00460320), who retires by rotation and being eligible, offers himself for re-appointment. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members. Only Mr. Vasudeo S. Pandit may be deemed to be interested in the resolution set out at Item No. 4 of the Notice. No other Director / Key Managerial Personnel/ their relatives is in any way, considered

concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

A brief resume of the Director who are proposed to be re-appointed, nature of his expertise in specific functional areas, names of other companies in which he holds directorships and memberships/ chairmanships of Committees of the Board, shareholdings and relationships between Directors initialies as required to be provided pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given elsewhere in the Annual Report.

12. Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Order issued thereunder, the incumbent auditor Messrs Chaturvedi & Shah has to be replaced on the expiry of term. The Audit Committee and Board of Directors of the Company have recommended appointment of Messrs D T S & Associates, Chartered Accountants (Registration No. 142412W) as auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. Messrs DT S & Associates, Chartered Accountants have consented to and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and confirmed that they are not disqualified to be appointed as auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members. No Director / Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014 service of documents through electronic mode is now permitted.

Remote e-voting

14. Pursuant to Sections 107 and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility of remote e-voting to exercise their right to vote on resolutions proposed at this meeting by electronic means in respect of all the Items of business set forth in this Notice. **Detailed procedure concerning e-voting is given on the reverse of the Attendance Slip-cum- Proxy Form.** Facility for voting by ballot shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be entitled to exercise their right at the meeting. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.

By Order of the Board of Directors

Mumbai
9th August, 2017

A. Datta
Company Secretary

Registered Office:
A-3, M.I.D.C. Indl. Area,
Nanded 431 603, Maharashtra.
CIN: L17120MH1985PLC036500
e-mail for investors: cs2@jaicorpindia.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**Item No. 6:****Roll-over of preference shares**

The Company had in November 2007 issued 1,50,00,000 1% non-cumulative, non-participating redeemable preference shares of face value ₹ 1/- each at a price of ₹ 1,000/- each i.e. at a nominal value of ₹ 1/- and a premium of ₹ 999/- per share. The said preference shares were allotted as fully paid-up on 26th November, 2007 for a tenure of 2 years from the date of allotment with an option to the Company/ the allottee to redeem the same after a period of 1 year. The rate of dividend payable to the preference shareholders is 1% on the face value of the shares. These preference shares were eligible for redemption at a premium of 6% p.a. over and above the issue price of ₹ 1,000/- per share on 25th November, 2009 being the original date of redemption. At the 24th Annual General Meeting held on 23rd September, 2009, approval of the equity shareholders was obtained to roll-over these preference shares for a term of 2 years from the date they were to be due for redemption and the preference shares were rolled-over for redemption on 25th November, 2011. 50,00,100 preference shares were redeemed on 25th November, 2011 and the remaining 99,99,900 preference shares were rolled-over for another term of 2 years for which approval of the equity shareholders was obtained at the 26th Annual General Meeting held on 23rd September, 2011. The Company redeemed another 16,50,000 preference shares on 23rd August, 2012 and the balance 83,49,900 shares were rolled over for another term of 2 years for which approval of the equity shareholders was obtained at the adjourned 28th Annual General Meeting held on 28th September, 2013. The Company redeemed 3,75,000 preference shares on 27th November, 2013 and 3,00,000 preference shares each on 27th May, 2014, 12th August, 2014 and 27th February, 2015 respectively, 2,10,000 preference shares on 27th May, 2015 and 27th August, 2015 respectively leaving a balance of 66,54,900 preference shares due for redemption on 25th November, 2015. At the 30th Annual General Meeting held on 23rd September, 2015, approval of the equity shareholders was obtained to roll-over the remaining 66,54,900 preference shares for a term of 2 years from the date they were to be due for redemption and accordingly the preference shares were rolled-over for redemption on 25th November, 2017. 2,10,000 preference shares were redeemed on 27th November, 2015, 1,50,000 preference shares were redeemed on 27th May, 2016, 1,95,000 preference shares were redeemed on 30th August, 2016, 2,70,000 preference shares were redeemed on 31st May, 2017, 5,70,000 preference shares were redeemed on 14th July, 2017 and 2,70,000 preference shares are to be redeemed on 10th August, 2017 leaving a balance of 49,89,900 preference shares due for redemption on 25th November, 2017. However, should the Company redeem any further preference shares between 10th August, 2017 and 25th November, 2017, the number of preference shares to be rolled-over will get reduced to that extent.

Considering the present economic and capital markets scenario, the Company requested the preference shareholders to roll-over these preference shares for a further period up to 2 years. The preference shareholders have agreed in writing to the roll-over the said 48,89,900 or such number of preference shares that will be outstanding on 26th November, 2017 for a further period up to 2 years with an option to the Company/ the preference shareholders to redeem these shares any time earlier.

The issue of these preference shares was approved by the equity shareholders at the Extra-ordinary General Meeting held on 17th November, 2007 and their roll-overs were, from time to time, approved at the 24th Annual General Meeting held on 23rd September, 2009, 26th Annual General Meeting held on 23rd September, 2011, adjourned 28th Annual General Meeting held on 28th September, 2013 and 30th Annual General Meeting held on 23rd September, 2015. The members' approval to the proposed further roll-over is now being sought as a matter of abundant caution.

The Special Resolution is proposed pursuant to the provisions of Section 55 of the Companies Act, 2013.

The Board of Directors commends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the members.

Mr. Anand Jain, Mr. Virendra Jain and Mr. Gaurav Jain, Directors of the Company and constituents of the promoter group are concerned or interested in this resolution to the extent of the preference shares held by some of them, their relatives/ private trusts. Save as aforesaid, no other Director/ Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

Item No. 7:**Remuneration of Cost Auditor**

The Board of Directors has appointed Messrs ABK & Associates (Registration No. 000036 issued by the Institute of Cost Accountants of India) as the cost auditor of the Company for the financial year 2017-18. Pursuant to Section 148 of the Companies Act, 2013 read with Rule 3(B) of the Companies (Cost Records and Audit) Amendment Rules, 2014 ('the Rules') the Company is required to maintain cost records and get them audited in accordance with these Rules for the financial year 2017-18. Pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 members are required to ratify the remuneration payable to the cost auditor.

Based on the recommendation of the Audit Committee, the Board of Directors has approved remuneration of ₹ 3,20,000/- to Messrs ABK & Associates excluding the Goods and Services Tax and reimbursement of out-of-pocket expenses.

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the members which is an enabling resolution.

No Director / Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

By Order of the Board of Directors

Mumbai
9th August, 2017

A. Datta
Company Secretary

Registered Office:

A-3, M.I.D.C. Indl. Area,

Nanded 431 603, Maharashtra.

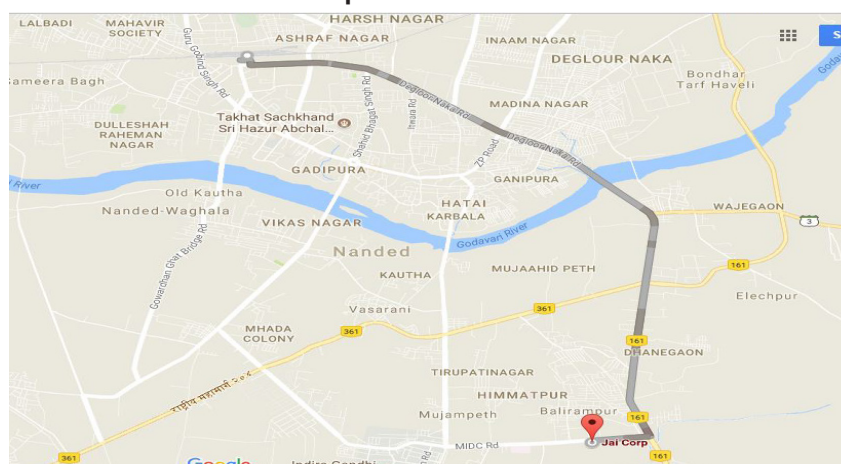
CIN: L17120MH1985PLC036500

e-mail for investors: cs2@jaicorpindia.com

Details of Director seeking re-appointment at the 32nd Annual General Meeting pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Vasudeo S. Pandit
Age	67 years.
Date of Appointment	01/04/1997 (first time as director) 23/09/2015 (re-appointed as Director-Works for 3 years w.e.f.01/04/2015)
Expertise in specific functional area/ brief resume	Experience of over 42 years in woven sacks/ bags industry. Brief resume is given in the Corporate Governance Report forming part of this Annual Report.
Qualification	B.Sc.
No. of shares held in the Company	Nil
Directorships in other listed entities and membership of committees of the board	None
Directorships in other unlisted entities and membership/ chairmanship of committees of the board	None
Number of Meetings of the Board attended during the year	3
Relationship between Directors <i>inter se</i> , Manager and other Key Managerial Personnel.	None
Terms and conditions of re-appointment	Liabile to retire by rotation.
Remuneration last drawn	₹ 36,94,571/- (as Director-Works).
Remuneration proposed to be paid	As approved at the Annual General Meeting held on 23/09/2015.
DIN	00460320
Category of directorship & designation	Executive director, non-promoter, non-independent and Director- Works

Route Map to the AGM Venue





Jai Corp Limited

CIN: L17120MH1985PLC036500
Regd. Office: A-3, M.I.D.C. Indl. Area, Nanded- 431 603, Maharashtra

ATTENDANCE SLIP 32nd ANNUAL GENERAL MEETING, SEPTEMBER 12, 2017

I, hereby, record my presence at the **THIRTY-SECOND ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 12th day of September, 2017 at 11:00 a.m. at A-3, M.I.D.C. Industrial Area, Nanded- 431 603, Maharashtra.

D.P. ID	
Client ID	

Folio No.	
No. of Shares held	

_____ Signature

Full name of the Shareholder/Proxy (in block letters)

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the hall.

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Jai Corp Limited

CIN: 17120MH1985PLC036500
Regd. Office: A-3, M.I.D.C. Indl. Area, Nanded- 431 603, Maharashtra

Form No. MGT-11 Proxy Form <i>[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]</i>

Name of the member(s):	e-mail id:
	Folio No/ Client Id:
Registered Address:	DP Id:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him _____

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him _____

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on the 12th day of September, 2017 at 11.00 a.m. at A-3, M.I.D.C. Industrial Area, Nanded- 431 603, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the Resolution	For*	Against*
1	Consider and adopt: a) Audited standalone financial statements, Reports of the Board of Directors and Auditor b) Audited consolidated financial statements, Report of the Auditor		
2	Declaration of dividend on preference shares		
3	Declaration of dividend on equity shares		
4	Re-appointment of Mr. V.S. Pandit who retires by rotation		
5	Appointment of auditor and to fix their remuneration		
6	Roll-over of preference shares		
7	Approval of remuneration payable to the cost auditor		

* It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in any manner the proxy deems appropriate.

Signed this day of 2017

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix Revenue Stamp

- Note:
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - The proxy need not be a member of the Company.
 - A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instructions for remote e-voting

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., **User ID and password mentioned below**). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e., (name of the Company).
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: gattanianddagdiya@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
 - xiii) In case a person has become the Member of the Company or a beneficial owner after the dispatch of AGM Notice but on or before the cut-off date i.e. **5th September, 2017**, may write to the Karvy on the email id: evoting@karvy.com or to Ms. C Shobha Anand, Contact No. 040-6716 2222, at [Unit: Jai Corp Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i). **User ID and initial password as provided below.**
 - ii). Please follow all steps from Sr. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on **Friday, the 8th September, 2017 at 10:00 a.m. and ends on Monday, the 11th September, 2017, at 5.00 p.m.** During this period, the Members or beneficial owners holding shares of the Company in physical form or in dematerialized form, as on the cut-off date being **Tuesday, 5th September, 2017**, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. Further, the Members who have cast their votes by remote e-voting shall not be allowed to vote again in the meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQs section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being **Tuesday, 5th September, 2017**.
- F. The Company has appointed Mr. Lokesh C. Dagdiya, Practicing Chartered Accountant (Membership No. ACA 155653) as the Scrutinizer to scrutinize the remote e-voting process as well as voting by ballot at the venue of the Annual General Meeting. in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 (forty-eight) hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- H. The resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report will be available on the website of the Company (www.jaicorpindia.com) and Service Provider's website (<https://evoting.karvy.com>) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN