

NOTICE

NOTICE is hereby given that the SEVENTY FIFTH ANNUAL GENERAL MEETING (AGM) of the Members of JYOTI LIMITED will be held on **Thursday, 28th November, 2019** at **9.00 a.m.** at the Registered Office of the Company at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara – 390 003, to transact the following business:

ORDINARY BUSINESS

Item No.1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No. 2 - Appointment of Director

To appoint a director in place of Smt. Tejal Rahul Amin (DIN: 00169860) who retires by rotation and being eligible has offered herself for re-appointment.

SPECIAL BUSINESS

Item No. 3 - Re-appointment of Shri Rahul Amin (DIN: 00167987) as Managing Director

To Consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the terms of re-appointment and remuneration of Shri Rahul Amin as Managing Director of the Company for a period of 3 (three) years with effect from 25th June, 2019 as approved by the Board of Directors at its meeting held on 14th February, 2019 and set out in the explanatory statement annexed to this notice and in the draft agreement submitted to this meeting which are hereby specifically approved and sanctioned with liberty to the Board of Directors to make needful intra-approval alterations in the terms and conditions so as not to exceed the limits of remuneration as approved and as may be agreed to between the Board of Directors and Shri Rahul Amin.”

Item No.4 - Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2020 and in this regard to consider and, if thought fit, to 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 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ended on 31st March, 2020, be paid the remuneration as mentioned herein is hereby ratified:

Sr. No.	Name of the Cost Auditor	Industry	Audit Fees (₹)
1.	M/s. R.K. Patel & Co.	Motors and Pumps	50,000/-
2.	M/s. Y.S. Thakar & Co.	Engineering products such as Generators, Turbines and Relay	25,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.5 - Re-appointment of Shri Tushar Charandas Dayal (DIN: 01055037) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Tushar Charandas Dayal (DIN: 01055037), who was appointed as an Independent Director with effect from 30th October, 2014 and who holds office up to 29th October, 2019, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 30th October, 2019 to 29th October, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No.6 - Re-appointment of Shri Vijaykumar Omprakash Gulati (DIN: 02127750) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Vijaykumar Omprakash Gulati (DIN: 02127750), who was appointed as an Independent Director with effect from 30th October, 2014 and who holds office up to 29th October, 2019, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 30th October, 2019 to 29th October, 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendments, modifications(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby also granted for the continuation of second term of Shri Vijaykumar Omprakash Gulati (DIN: 02127750), who will attain the age of 75 years, during a second term of his appointment as Non-Executive Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No.7 - Re-appointment of Shri Shrikar Shriram Bhattbhatt (DIN: 00144208) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Shrikar Shriram Bhattbhatt (DIN: 00144208), who was appointed as an Independent Director with effect from 30th October, 2014 and who holds office up to 29th October, 2019, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 30th October, 2019 to 29th October, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Regd. Office :
Nanubhai Amin Marg
Industrial Area
P.O. Chemical Industries
Vadodara-390 003
CIN: L36990GJ1943PLC000363
26th September, 2019

By Order of the Board

S. Singhal
Vice President (Legal) &
Company Secretary
M. No. F8289

NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

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5. In case of joint holders attending the Meeting, only the first holder will be entitled to vote.
6. Relevant documents referred to in the Notice and the Statement under Section 102 of the Companies Act, 2013, will be available at the Registered Office of the Company for inspection by the Members on all working days between 10.00 a.m. and 12.00 noon.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st November, 2019 to Thursday, 28th November, 2019 (both days inclusive) for the purpose of Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
9. The Company has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as Unit: Jyoti Limited.

MCS Share Transfer Agent Limited
Address : 88, Sampatrao Colony, Neelam
Apartment, Alkapuri,
Vadodara – 390 007
Tel. : 0265-2314757, 2350490
Fax : 0265-2341639
E-Mail : mcsitdbaroda@gmail.com

10. Members are requested to send in their queries in respect of Financial Statement of Accounts of the Company for the year ended on 31st March, 2019, at least one week in advance so as to enable the Management to keep the information / relevant documents readily available at the time of the Annual General Meeting.
11. The Ministry of Corporate Affairs (MCA) has vide Notification dated 10th May, 2012, issued the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012 has mandated the Companies to furnish information regarding unpaid and unclaimed dividend amounts lying with the Companies along with particulars of names, addresses, etc. of investors. In line with the same, your Company has furnished the information on MCA website as well as on its own website www.jyoti.com. Members are requested to check the particulars and put up their claim for amount lying unclaimed with the Company to the Registrar and Share Transfer Agent.
12. Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF (Investor Education and Protection Fund) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of 7 (seven) years. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2011-12 are requested to make their claim to the Company Law Department at the Registered Office of the Company or the Office of the RTA on or before 5th November, 2019.

Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any

change in their address or bank mandates immediately to the Company / MCS Share Transfer Agent Limited.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MCS Share Transfer Agent Ltd.
15. Members holding shares in single name and physical form are advised to make nomination by filling up Form No. 2B in respect of their shareholding in the Company. The duly filled up nomination form should be sent to MCS Share Transfer Agent Ltd. for further process.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Ltd., for consolidation into a single folio.
17. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Ltd., immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. As the Company has adopted the practice of Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.
- 20. Voting through electronic means:**

In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically in respect of the business to be transacted at the Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is as under:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th November, 2019 at 10.00 a.m. and ends on 27th November, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 21st November, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Jyoti Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e-voting. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details, User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

- (i) The Voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.
- (ii) Shri Ravi Kapoor, Practising Company Secretary (Membership No. FCS 2587), having his office at M/s. Ravi Kapoor & Associates, Practising Company Secretaries, 4th Floor, “Shaival Plaza”, Ellisbridge, Ahmedabad-380006, has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- (iii) The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jyoti.com and on the website of CDSL www.cdslindia.com immediately after declaration of result by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE listing portal.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 Re-appointment of Shri Rahul Amin as Managing Director

In accordance with provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 14th February, 2019, subject to the approval of the Shareholders of the Company, re-appointed Shri Rahul Amin as Managing Director of the Company for a period of 3 (three) years with effect from 25th June, 2019.

Shri Rahul Amin, 66, is B.E. (Elec.) from M. S. University, Vadodara and Master of Engineering from Cornell, U.S.A. He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year 1997 and has taken very pro-active efforts in the operations and management of the Company since then. He has now more than 22 years of experience in managing this Company under the overall experience of about 40 years in running large size manufacturing Company. Shri Rahul Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Shri Rahul Amin is continuously running the operations of the Company in good as well as in difficult times.

Shri Rahul Amin was re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 25th June, 2016 to 24th June, 2019 which was approved by the Central Government vide letter dated 15th May, 2017. While approving the re-appointment the Central Government has sanctioned, the remuneration of ₹ 9,06,557 for the period from 25.06.2016 to 11.09.2016 and ₹ 84,00,000 per annum for the period from 12.09.2016 to 24.06.2019.

Considering Managing Director's rich experience, subject matter expertise and immense contribution, the re-appointment and remuneration of Shri Rahul Amin as Managing Director of the Company was also approved by the Nomination and Remuneration Committee at its Meeting held on 14th February, 2019. The Nomination and Remuneration Committee recommended that as per Schedule V of the Companies Act, 2013, the effective paid up capital of the Company is negative by (₹ 18088.24) lacs and as per limits specified in Schedule V, the Company can pay maximum of ₹ 60,00,000/- Lacs (Rupees Sixty Lacs only) per annum as remuneration to Shri Rahul Amin as Managing Director of the Company.

Directorships held in other Companies are:

1. JSL Industries Ltd.
2. Insutech Industries Ltd.

Shri Rahul Amin is not a Member of any Committee of Directors of any Company.

The draft agreement to be entered by the Company with Shri Rahul Amin, contain inter-alia, the following principal terms and conditions:

1. Duties and Powers

The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

2. Period of Appointment

Three Years with effect from 25th June, 2019.

3. Shri Rahul Amin as Managing Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:

Salary

₹ 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month.

Perquisites and Allowances

In addition to salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and his family including dependents, personal accident insurance, club fees and such other perquisites, benefits and allowances in accordance with Rules of the Company. The aggregate of aforesaid perquisites and allowances will be restricted to ₹ 50,000/- (Rupees Fifty Thousand only) per month.

“Family” mentioned above means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use for the Company’s business and telephone facility at the Managing Director’s residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

Other Perquisites

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, (43 of 1961);
- ii. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.

Minimum Remuneration

The Managing Director shall be paid remuneration by way of salary and perquisites notwithstanding that in any financial year during the currency of tenure of the Managing Director, the Company has no profit or its profits are inadequate.

Compensation

If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

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Information required under Section II, part II of Schedule V of the Companies Act, 2013:

I. General Information

Nature of Industry	Engineering	
Date or expected date of commencement of commercial production	The Company is in operation, since the year 1943	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators - As per the Audited Financial Results for the year ended on 31.03.2019	Particulars	Amount (₹ In Lacs)
	Revenue from Operations	16980
	Other Income	312
	Total Income	17292
	Material Cost	12247
	Staff Cost	2978
	Manufacturing & Other Expenses	1532
	Total Expenditure	16757
	Profit before Depreciation, Interest & Tax	535
	Depreciation	951
	Profit before Interest & Tax	(416)
	Interest	(82)
	Profit/(Loss) before Tax	(498)
Exceptional items, if any	(169)	
Profit/(Loss) before Tax	(667)	
Net Profit/(Loss) after tax	(558)	
Export Performance and net foreign exchange earned for the year ended on 31.03.2019	Particulars	
	Export Sales (Including deemed export)	215
	Foreign Exchange earnings	391
Foreign investments or collaborations, if any	The Company holds 49% in M/s. Jyoti Sohar Switchgear LLC, a Joint Venture Company in Sultanate of Oman	

II. Information about the appointee

Background details	Shri Rahul Amin, 66, is B.E. (Elect.) from M. S. University, Vadodara and Master of Engineering from Cornell, (U.S.A.). He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year 1997 and has taken very pro-active efforts in the operations and management of the Company since then. He has around 22 years of experience in managing this Company under the overall experience of about 40 years in running large size manufacturing Company. Shri Rahul Amin is a cult personality and proven performer of assorted acts including maintaining rapport and liaison with business related authorities and associates which is very much desirable in the interest of the Company. Shri Rahul Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Shri Rahul Amin is continuously running the operations of the Company in good as well as in difficult times.
Past remuneration	₹ 83,20,421/- paid as remuneration during the year ended on 31.03.2019.
Job profile and his suitability	Mr. Rahul Amin renders services as Chairman and Managing Director of the Company.
Remuneration proposed	₹ 60,00,000/- per annum excluding other perquisites as mentioned in explanatory statement above.
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)	In the present challenging business environment, the duties and responsibilities of Shri Rahul Amin as Managing Director has grown manifold. There is a continuous need for formulation of competitive strategies and periodical review thereof for successful implementation and sustained overall development of the Company, which has necessitated his increased focus and higher involvement in Company's matters. In these tough times, it is imperative that the Company's growth strategy continues under the continued guidance and leadership of Shri Rahul Amin with whose rich experiential background, the Company remains reinforced to strive through the challenging times and bounce back on the growth chart. In view of the above, the proposed remuneration package is commensurate to prevailing levels in the industry and thereby is fit and justified for payment.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Smt. Tejal Amin, Director of the Company is Wife of Shri Rahul Amin.

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III. Other Information

Reasons of loss or inadequate profits	The business operation of the Company has witnessed continued slowdown in capital goods industry, subdued demand from the infrastructure sectors like Water, Irrigation and Power. The continued slowdown in economy in general and particularly in irrigation and water projects resulted in stagnation of turnover and decline in profitability. Despite adequate pending order book in hand, the Company could not progress on various orders. The Company also faced severe working capital shortage, which led to devolvement of LCs falling due for payments. Non-availability of documentary credit disrupted the material supplies and thereby production / execution process, leading to severe liquidity crunch. Company failed to meet its commitments towards debt obligations as well as suppliers. As a consequence, the Company has witnessed lower turnover, lower operating margins and high interest costs which has led to the Company incurring net loss.		
Steps taken or proposed to be taken for improvement	Persistent efforts are being made by the Company to collect receivables. The Company has set up a strategic senior management team to recover claims outstanding from various clients. Further, Company has taken steps to reduce overheads substantially by concentrating its attention on manpower, material, financial cost and other administrative expenses to improve profitability. With the streamlining operations, expected improvement in overall business scenario and healthy order book position, the Company would definitely come out of present situation and grow in the coming years.		
Expected increase in productivity and profits in measurable terms	Particulars	Current Year (₹ In Lacs) 2019-20	Previous Year (₹ In Lacs) 2018-19
	Sales	16000	16980
	Other Income	325	312
	Net Profit/(Loss)	(400)	(558)

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day up to the date of the Annual General Meeting.

The Board, therefore, recommends the resolution at Item No. 3 of this Notice for your approval.

None of the Directors (except Shri Rahul Amin and Smt. Tejal Amin), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in this resolution.

Item No. 4 – Ratification of Remuneration of Cost Auditors

In terms of the provisions of Section 148 of the Companies Act, 2013 and based on the recommendation of the Audit Committee, the Board of Directors had approved the appointment and remuneration of M/s. R. K. Patel & Co. and M/s. Y.S. Thakar & Co., as the Cost Auditors to carry out the audit of Cost Records for certain specific products of the Company viz. Motors & Pumps and Generators, Turbines and Relay (collectively called as “Products”) respectively for the financial year ended on 31st March, 2020 as per the following details.

Sr. No.	Name of the Cost Auditor	Industry	Audit Fees (₹)
1.	M/s. R.K. Patel & Co.	Motors and Pumps	50,000/-
2.	M/s. Y.S. Thakar & Co.	Engineering products such as Generators, Turbines and Relay	25,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) or modification(s) thereof), the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out at Item No. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2019-20.

The Board recommends the resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested in this resolution.

Item No. 5 – Re-appointment of Shri Tushar Charandas Dayal (DIN: 01055037) as an Independent Director

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended, Shri Tushar Charandas Dayal (DIN: 01055037) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company up to 29th October, 2019. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Tushar Charandas Dayal, for a second term of 5 (five) consecutive years, i.e. from 30th October, 2019 to 29th October, 2024.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Tushar Charandas Dayal, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 30th October, 2019 to 29th October, 2024.

Brief profile of Shri Tushar Dayal is set-out below:

Shri Tushar Dayal is a Commerce graduate and a Chartered Accountant having a rich experience in Finance Projects, General Management and Governance of more than 42 years. He has also pursued Top Management Training Programmes from IIM Ahmedabad. Previously he has worked with reputed organizations such as A. F. Ferguson & Co., Excel Industries Limited and Reliance Petrochemicals Limited.

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The Company has received requisite disclosures and declarations from Shri Tushar Charandas Dayal required under the Act and the SEBI Listing Regulations. Shri Tushar Charandas Dayal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri Tushar Charandas Dayal for the office of Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Shri Tushar Charandas Dayal fulfills the conditions specified in the Act and the Rules thereunder and is Independent of the Management. Further, Shri Tushar Charandas Dayal is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as an Independent Director would be available for inspection by the Members at the Registered Office of the Company. All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board recommends the resolution set out at Item No. 5 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Tushar Charandas Dayal, is concerned or interested, financially or otherwise, in this resolution.

Item No. 6 – Re-appointment of Shri Vijaykumar Omprakash Gulati (DIN: 02127750) as an Independent Director

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended, Shri Vijaykumar Omprakash Gulati (DIN: 02127750) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company upto 29th October, 2019. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Vijaykumar Omprakash Gulati, for a second term of 5 (five) consecutive years, i.e. from 30th October, 2019 to 29th October, 2024.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Vijaykumar Omprakash Gulati, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 30th October, 2019 to 29th October, 2024.

Brief profile of Shri Vijaykumar Gulati is set-out below:

Shri Vijaykumar Gulati is a Chemical Engineer with a post graduation certificate course in Industrial Management. He has a very wide and varied experience of 52 years in Industry with key responsibility

in various domains like Operations, Projects & Business Development, Materials Management, Marketing, Resource Mobilisation, Banking and other Finance related activities. He had retired from Gujarat Alkalies & Chemical Ltd. (GACL) during the year 2005 and was given three extensions for a total span of 7 years to take care of various activities with main focus on Marketing, Business and Financial Management and finally retired in April 2012, as Senior Executive Director (Commercial). After completing projects in 1998, he was assigned the role of Cash Management, Banking and Corporate Debt Restructuring as the Company was passing through a very rough patch. He was instrumental in bringing down the Company's debt exposure from ₹ 1200 Crores to practically a debt free Company while continuing with various project investments. He was also responsible for Carbon Credits earned by the Company and getting Anti dumping imposed on various imported products to take care of dumping into the Indian market. Additionally, he was holding charge of CEO & MD of a Joint Sector Company promoted by DOW, Europe and GACL for manufacture of Chloromethanes. Currently he is working as part time Consultant with some Corporates.

The Company has received requisite disclosures and declarations from Shri Vijaykumar Omprakash Gulati required under the Act and the SEBI Listing Regulations. Shri Vijaykumar Omprakash Gulati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Pursuant to Regulation 17(1A) of amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board also recommends the resolution in relation to the continuation of directorship of Shri VijayKumar Gulati as Non-Executive Independent Director, even after he attains the age of 75 years, till the expiry of his term of re-appointment.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Vijaykumar Omprakash Gulati for the office of Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Shri Vijaykumar Omprakash Gulati fulfills the conditions specified in the Act and the rules thereunder and is Independent of the Management. Further, Shri Vijaykumar Omprakash Gulati is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as Independent Director would be available for inspection by the Members at the Registered Office of the Company. All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board recommends the resolution set out at Item No. 6 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Vijaykumar Omprakash Gulati, is concerned or interested, financially or otherwise, in this resolution.

Item No. 7 – Re-appointment of Shri Shrikar Shriram Bhattbhatt (DIN: 00144208) as an Independent Director

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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('SEBI Listing Regulations') as amended, Shri Shrikar Shriram Bhattbhatt (DIN: 00144208) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company upto 29th October, 2019. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Shrikar Shriram Bhattbhatt, for a second term of 5 (five) consecutive years, i.e. from 30th October, 2019 to 29th October, 2024.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Shrikar Shriram Bhattbhatt, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 30th October, 2019 to 29th October, 2024.

Brief profile of Shri Shrikar Shriram Bhattbhatt is set-out below:

Shri Shrikar Bhattbhatt is a B.Com. (Hons.), M.Com., LL.B. (Gold Medalist), FCS, and a University ranker. He has over 34 years of vast experience out of which 24 years of experience is in the Power Generation/ Distribution / Equipment manufacturing companies namely Gupta Energy Limited, MSPL Limited, Torrent Power Limited and Jyoti Limited. His expertise lies in overall general management, strategy, corporate governance, legal planning and due diligence, handling cases in high courts / supreme court, ensuring corporate compliance relating to direct / indirect taxes, HR / labour laws, mining, pollution, forest laws, corporate laws and compliances under permits / licenses, legal documentation, financial management, corporate social responsibility functions, excise, sales tax, insurance, liaison with banks and financial institutions, etc. At present, he is working as freelance Corporate Advisor and Consultant and Practicing Company Secretary.

The Company has received requisite disclosures and declarations from Shri Shrikar Shriram Bhattbhatt required under the Act and the SEBI Listing Regulations. Shri Shrikar Shriram Bhattbhatt is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Shrikar Shriram Bhattbhatt for the office of Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Shri Shrikar Shriram Bhattbhatt fulfills the conditions specified in the Act and the rules thereunder and is Independent of the Management. Further, Shri Shrikar Shriram Bhattbhatt is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as Independent Director would be available for inspection by the Members at the Registered Office of the Company. All relevant documents referred hereinabove would be open for inspection by the Members at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and all public holidays upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

The Board recommends the resolution set out at Item No. 7 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Shrikar Shriram Bhattbhatt, is concerned or interested, financially or otherwise, in this resolution.

Particulars of the Directors Seeking appointment /re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard.

Name of Directors	Shri Rahul Amin	Smt. Tejal Amin	Shri Tushar Dayal
DIN	00167987	00169860	01055037
Date of Birth	25.12.1952	29.08.1960	14.12.1952
Age	66 years	59 years	66 years
Nationality	Indian	Indian	Indian
Qualification	B.E. (Elect.) from M.S. University of Vadodara and master of Engineering from Cornell (U. S. A.)	B.Com.	B.Com., Chartered Accountant
Expertise in Specific Functional Areas	Engineering & Management	Management & Finance	Management & Finance
Date of Appointment	25.06.1997	31.03.2015	30.10.2014
Relationship with other Directors and Key Managerial Personnel of the Company	Shri Rahul Amin is Husband of Smt. Tejal Amin. There is no inter-se relationship with any Key Managerial Personnel of the Company.	Smt. Tejal Amin is wife of Shri Rahul Amin. There is no inter-se relationship with any Key Managerial Personnel of the Company.	There is no inter-se relationship between Shri Tushar Dayal and other members of the Board and Key Managerial Personnel of the Company.
Name of other Companies in which he/she holds Directorship	1. JSL Industries Limited 2. Insutech Industries Limited	1. JSL Industries Limited 2. Insutech Industries Limited 3. Vadodara Marathon	1. Shroffs Engineering Limited 2. TML Industries limited 3. Pratipal Investments Private Limited 4. Hunnar Shaala Foundation for building technology and Innovation ('Hunnar Shaala') 5. Oasis Agritech Limited 6. Aatapi Seva Foundation
*Chairman/ Member of the Committee(s) of the Board of the Company	-	-	Chairman -AC
Chairman /Member of the Committees of the Board of other Company(ies)	Chairman JSL Industries Limited.	Chairperson Vadodara Marathon	In Hunnar Shaala Chairman – Audit Committee
Shareholding in the Company	10,84,100	6,42,113	Nil
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per item no. 3 of the Explanatory statement. ₹ 83,20,421	Non Executive Directors are entitled to sitting fees for attending meetings of the Board.	5(Five) years i.e. from 30 th October, 2019 to 29 th October, 2024. Independent Directors are entitled to sitting fees for attending meetings of the Board.
Number of Board Meetings attended	8 in Financial Year 2018-19	8 in Financial Year 2018-19	8 in Financial Year 2018-19

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Name of Directors	Shri Vijaykumar Gulati	Shri Shrikar Bhattbhatt
DIN	02127750	00144208
Date of Birth	25.12.1945	26.12.1955
Age	73 years	63 years
Nationality	Indian	Indian
Qualification	Chemical Engineer	B.Com. (Hons.) M.Com., LL.B., FCS
Expertise in Specific Functional Areas	Engineering	Law & Finance
Date of Appointment	30.10.2014	30.10.2014
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Shri VijayKumar Gulati and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Shri Shrikar Bhattbhatt and other members of the Board and Key Managerial Personnel of the Company.
Name of other Companies in which he/she holds Directorship	Libra International Limited	-
*Chairman/ Member of the Committee(s) of the Board of the Company	Member- AC Member-NRC Member-SIGSRC	Member-AC Member- NRC Chairman-SIGSRC
Chairman /Member of the Committees of the Board of other Company(ies)	-	-
Shareholding in the Company	50	60
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	5(Five) years i.e. from 30 th October, 2019 to 29 th October, 2024. Independent Directors are entitled to sitting fees for attending meetings of the Board	5(Five) years i.e. from 30 th October, 2019 to 29 th October, 2024. Independent Directors are entitled to sitting fees for attending meetings of the Board
Number of Board Meetings attended	6 in Financial Year 2018-19	8 in Financial Year 2018-19

*SIGSRC - Shareholders'/Investors' Grievance & Stakeholders Relationship Committee

AC - Audit Committee

NRC - Nomination & Remuneration Committee

Regd. Office :

Nanubhai Amin Marg

Industrial Area

P.O. Chemical Industries

Vadodara-390 003

CIN: L36990GJ1943PLC000363

26th September, 2019

By Order of the Board

S.Singhal

Vice President (Legal) &

Company Secretary

M. No. F8289

ATTENDANCE SLIP

CIN : **L36990GJ1943PLC000363**

NAME OF THE COMPANY: **Jyoti Limited**

Regd. Office : Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara - 390 003.

Please complete this Attendance Slip and hand over at the Entrance of the Company.

I/We hereby record my/our presence at the 75th Annual General Meeting held at Jyoti Limited, Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara — 390 003 on Thursday, 28th November, 2019 at 9.00 a.m.

DP ID No.*:	L.F. No. :
Client ID No.*:	No. of Shares held:
Name and Address of the Shareholder (s):	
If Shareholder (s), Please Sign here	If Proxy, Please Sign here

* Applicable for Investors holding shares in electronic form.

**Form No. MGT-11
PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L36990GJ1943PLC000363**

NAME OF THE COMPANY: **Jyoti Limited**

Regd. Office : Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara - 390 003.

Name of Member (s):
Registered Address:

E-mail Id:
Folio No./Client Id:
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
- 2) Name: _____
Address: _____

E-mail Id:
Signature: _____, or failing him
- 3) Name: _____
Address: _____

E-mail Id:
Signature: _____,

as my/our proxy to attend and vote for me/us and on my/our behalf at the Seventy Fifth Annual General Meeting of the Company, to be held on the 28th day of November, 2019 at 9.00 a.m. at Registered Office of the Company situated at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara – 390 003 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.:

1. Adoption of Financial Statements- To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Smt. Tejal Amin (DIN: 00169860), who retires by rotation and being eligible has offered herself for re-appointment.
3. Re-appointment of Shri Rahul Amin (DIN: 00167987) as Managing Director.
4. Approval of Remuneration of Cost Auditors of the Company.
5. Re-appointment of Shri Tushar Charandas Dayal (DIN: 01055037) as an Independent Director.
6. Re-appointment of Shri Vijaykumar Omprakash Gulati (DIN: 02127750) as an Independent Director.
7. Re-appointment of Shri Shrikar Shriram Bhattbhatt (DIN: 00144208) as an Independent Director.

Sign this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of proxy holder (s): _____



Notes:

1. **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.**
2. **A proxy need not be a member of the Company.**

ROUTE MAP OF VENUE OF AGM

