



JUBILANT INDUSTRIES LIMITED

(CIN: L24100UP2007PLC032909)

Registered Office: Bhartiagram, Gajraula,
District Amroha - 244 223,
Uttar Pradesh, India

E-mail: investorsjil@jubl.com

Website: www.jubilantindustries.com

Phone : +91-5924-252353-60

Fax : +91-5924-252 352

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of Jubilant Industries Limited will be held as under:-

DAY : TUESDAY
DATE : AUGUST 29, 2017
TIME : 1:30 P.M.
**VENUE : REGISTERED OFFICE:
BHARTIAGRAM, GAJRAULA
DISTRICT AMROHA - 244 223
UTTAR PRADESH, INDIA**

to transact the following business:

ORDINARY BUSINESS

- To consider and adopt:
 - the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017 and Report of the Auditors thereon.
- To appoint a Director in place of Mr. Shamit Bhartia [DIN: 00020623], who retires by rotation and, being eligible, offers himself for re-appointment.

- To ratify the appointment of Statutory Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 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 thereof for the time being in force), appointment of M/s K.N. Gutgutia & Co., Chartered Accountants, (Firm Registration Number 304153E with the Institute of Chartered Accountants of India) be and is hereby ratified as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company.”

By **Order of the Board**
For Jubilant Industries Limited

Dinesh Kumar Gupta
Company Secretary

May 24, 2017

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED IN ORIGINAL AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 another person or member.
- Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- Brief profile and other information of Director proposed to be re-appointed is annexed.
- The Register of Members and Share Transfer Books of the Company will remain close from **Saturday, August 19, 2017 to Tuesday, August 29, 2017** (both days inclusive) for the purpose of Annual General Meeting.
- Change of Address or Other Particulars**
Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service (“NECS”) mandates, etc. under the signature of the registered holder(s) to:
 - The Registrar and Transfer Agent (“RTA”) of the Company in respect of shares held in physical form; and

- The Depository Participants in respect of shares held in electronic form.
- Pursuant to Section 72 of the Companies Act, 2013 ('the Act'), member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
 - The Company has a dedicated E-mail address **investorsjil@jubl.com** for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

The Company's website **www.jubilantindustries.com** has a dedicated section on Investors.

The Notice of the AGM and the Annual Report for the Financial Year 2016-17 will also be available on the Company's website.

- Unpaid/Unclaimed dividend for the Financial Year 2010-11, must be claimed on or before September 24, 2018, as the amount remaining unclaimed after the said date, would be transferred to Investor Education & Protection Fund within a period of 30 days thereof.
- Pursuant to Clause 5A of the erstwhile Listing Agreement with the Stock Exchanges, members who had not claimed share certificates had been sent three reminder letters to claim their equity shares. Thereafter, in terms of the Listing Agreement, the equity shares, which remained unclaimed, were transferred during the year 2011-12 to JIL-Unclaimed Suspense Account. As on March 31, 2017, 36,436 Equity Shares pertaining to 1,400 shareholders are lying in this account. The voting rights on the said shares will remain frozen till the rightful owners of such shares claim the shares. Members may approach RTA to get their shares released from this Account.
- Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.
- All share and dividend related correspondence may be sent to RTA at the following address:

Alankit Assignments Limited

(Unit: Jubilant Industries Limited)

1E/ 13, Alankit Heights,

Jhandewalan Extension,

New Delhi - 110 055, India

Phone : +91 - 11 - 2354 1234/ 4254 1234

Fax : +91 - 11 - 4154 3474

E-mail : rta@alankit.com

In all correspondence, please quote your DP ID & Client ID or Folio Number.

- Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.

Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at rta@alankit.com or investorsjil@jubl.com

- Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2016-17 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.
- Certificate from the Auditors of the Company certifying that JIL Employees Stock Option Scheme, 2013 is being implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection by the members at the AGM.
- SEBI has placed the Company's shares under compulsory demat i.e. transactions in the Company's shares are required to be done only in the demat form. Further, considering the advantages of scripless trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.
- All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.
- 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 AGM.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

20. Voting Options:

The business set out in the Notice of the AGM may be

transacted through electronic voting system or Polling Paper. The Company is providing facility for voting by electronic means. Information relating to e-Voting facility and voting at the AGM is given below:

(1) Voting through electronic means

- I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by NSDL.
- II. The facility for voting through Polling Paper ("Poll") shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Poll at the AGM.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 9:00 a.m. (IST) on Saturday, August 26, 2017 and ends at 5:00 p.m. (IST) on Monday, August 28, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date Tuesday, August 22, 2017 ("Cut-off date"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:
 - A. In case of members receiving an e-mail from NSDL
 - (i) Open e-mail and open PDF file viz.; "Remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for remote e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put User ID and Password noted in step (i) above. Click Login.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsd.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (v) After successful login, you can change the password with new password of your choice. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (vi) Home page of remote e-Voting opens, click on remote e-Voting> Active Voting Cycles.
 - (vii) Select Electronic Voting Event Number ("EVEN") of Jubilant Industries Limited as given in the body of e-mail.
 - (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once the votes on the resolutions are cast, the member shall not be allowed to change these subsequently and to cast vote again.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer through e-mail at contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
- B. In case of members receiving physical copies of the Notice of the AGM
 - (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(2) Voting at AGM

The members who have not cast their vote by remote

e-Voting can exercise their voting rights at the AGM. The Company will make arrangements of Polling Papers in this regard at the AGM venue.

(3) Other Instructions

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call at toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.
- III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. Tuesday, August 22, 2017.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. Tuesday, August 22, 2017 may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at evoting@nsdl.co.in or RTA at rta@alankit.com

However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL on toll free no.: 1800-222-990.

In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL through e-mail at evoting@nsdl.co.in/rajivr@nsdl.co.in or on Toll Free No.: 1800-222-990/ Telephone No.: 022-2499 4738 or Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited through email at rta@alankit.com or on Telephone No.: 011-4254 1234.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

- VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through Polling Paper.

A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

- VIII. Mr. Sanjay Grover, a Practicing Company Secretary (FCS No. 4223, C.P. No.: 3850) of M/s Sanjay Grover & Associates, Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same.

- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

- X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.

- XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than forty-eight (48) hours of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a Director authorised by him in writing.

- XII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jubilantindustries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a Director authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at Bhartiagram, Gajraula, District Amroha-244 223 and the Corporate Office at 1A, Sector 16A, Noida-201 301, U.P.

- XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 11th AGM scheduled to be held on Tuesday, August 29, 2017.

ANNEXURE TO NOTICE

INFORMATION PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTOR PROPOSED TO BE RE-APPOINTED

1. MR. SHAMIT BHARTIA

Mr. Shamit Bhartia, aged 38 years, is Non-Executive Director of Jubilant Industries Limited. He holds Bachelors' degree in Economics from Dartmouth College (USA). His functional areas of expertise is Business Financial Analysis and Planning.

He is on the Board of the Company since January 14, 2012. He holds 6,561 equity shares of the Company. He also holds directorships in the following companies:

Indian Public Companies:

- HT Learning Centers Ltd.
- Jubilant Agri and Consumer Products Ltd.
- HT Media Ltd.
- The Hindustan Times Ltd.
- Earthstone Holding (Two) Ltd.
- Hindustan Media Ventures Ltd.
- Firefly e-Ventures Ltd.
- HT Digital Media Holdings Ltd.
- Goldmerry Investment & Trading Company Ltd.

Other Companies:

- Indian Country Homes Pvt. Ltd.
- High Street Capital Pvt. Ltd.
- Jubilant Motorworks Pvt. Ltd.
- India Education Services Pvt. Ltd.
- SSB Trustee Company Pvt. Ltd.
- Shobhana Trustee Company Pvt. Ltd.
- SS Trustee Company Pvt. Ltd.
- SBS Trustee Company Pvt. Ltd.
- Jubilant Motorworks (South) Pvt. Ltd.

Details of his Committee Chairmanship/memberships are given below:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	HT Media Ltd.	Audit Committee	Member
		Banking & Finance Committee	Member
2	The Hindustan Times Ltd.	Corporate Social Responsibility Committee	Member
3	Jubilant Industries Limited	Nomination, Remuneration and Compensation Committee	Member
4	Jubilant Agri and Consumer Products Ltd.	Restructuring Committee	Member
		Finance Committee	Member
		Nomination and Remuneration Committee	Member
5	Jubilant Motorworks Private Ltd.	Corporate Social Responsibility Committee	Member

During the Financial Year ended March 31, 2017, Mr. Shamit Bhartia attended all four meetings of Board of Directors of the Company held on May 23, 2016, August 10, 2016, October 28, 2016 and February 8, 2017.

On reappointment, Mr. Bhartia shall be liable to retire by rotation. Mr. Shamit Bhartia being brother of Mr. Priyavrat Bhartia, Director, is related to him. He is not related to any other Director and Key Managerial Personnel of the Company.

By **Order of the Board**
For Jubilant Industries Limited

Dinesh Kumar Gupta
Company Secretary

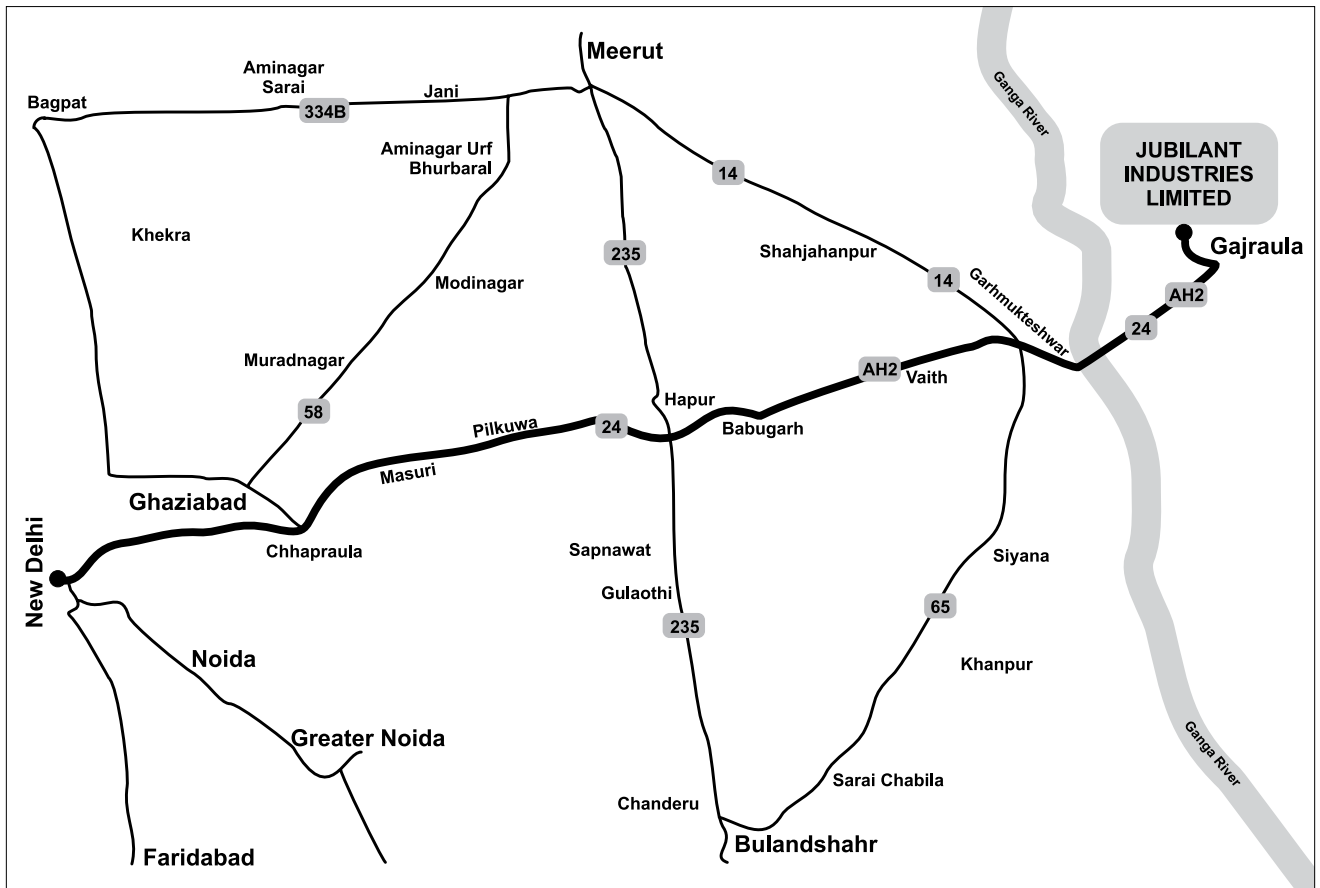
May 24, 2017

JUBILANT INDUSTRIES LIMITED

Route Map of the venue of the 11th Annual General Meeting

Day : Tuesday
Date : August 29, 2017
Time : 1:30 P.M.
Venue : **Registered Office**
Bhartiagram, Gajraula,
District Amroha - 244 223
Uttar Pradesh

Route Map of the venue of the 11th Annual General Meeting



Web-link for Route Map : distancebetween.info/delhi/gajraula/road_map