

NOTICE

Notice is hereby given that the 26th Annual General Meeting of JAMIPOL Limited will be held on Monday, 19th July, 2021 at 5:00 PM (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dibyendu Bose (DIN: 00282821), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dasho Wangchuk Dorji (DIN: 00296747), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dasho Topgyal Dorji (DIN: 00296793), who retires by rotation and being eligible, offers himself for re-appointment.
5. To confirm payment of interim dividend paid during financial year 2020-21 of Rs. 16/- per equity share (i.e. @ 160%), declared on 20th January, 2021.
6. To declare a Final Dividend for the Financial Year 2020-21 of Rs. 6.222/- per Equity Share (i.e @62.22%).
7. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved That pursuant to Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Price Water House and Co., Chartered Accountants, LLP (Firm Registration No. 304026E / E-300009) as Statutory Auditors of the Company to hold office from the conclusion of the 22nd Annual General Meeting of the Company to the conclusion of the 27th Annual General Meeting to be held in 2022, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified"

SPECIAL BUSINESS

8. Appointment of Mr. John Howard Dietrich as a Director of the Company
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED That pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. John Howard Dietrich (DIN: 09080668) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th February, 2021 and who holds office upto the date of 26th Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company and his period of office will be liable to retire by rotation."
9. Re-appointment of Mr. Polimera Srinivasa Reddy as the Managing Director of the Company
To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:
"RESOLVED That pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 144 of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Polimera Srinivasa Reddy (DIN: 03181178) as Managing Director of the Company with effect from 1st February, 2021 to 31st July, 2023, not liable to retire by

rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, during his said tenure within the overall limits of Section 197 read with Schedule V to the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)] to alter and vary terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the Managing Director.

RESOLVED Further That the Board and Ms. Kriti Khemka, Company Secretary of the Company, be and are hereby authorized severally to do and perform all such acts, deeds, matters and things, as may be necessary, proper, expedient or incidental, to give effect to the above resolution.”

10. Ratification of Cost Auditor’s Remuneration for FY 2021-22

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED That pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 34,000/- (Rupees Thirty -four thousand only) plus applicable taxes payable to M/s S.K. Sahu & Associates, Kolkata, Cost Accountants (Firm registration Number:100807), who were appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of cost records of the Company as prescribed under the said Rules for the year ending 31st March, 2022”

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') in respect of the business under Item Nos. 8 to 10 above is annexed thereto. The relevant details, pursuant to Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are also annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars'), have permitted the holding of Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, the 26th AGM of the Company is being held through VC/OAVM on Monday, 19th July, 2021 at 5:00 PM (IST). The registered office shall be deemed venue for the 26th AGM.
3. PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate members intending to appoint a authorized representatives to attend the Meeting through VC/OAVM are requested to send a certified copy of the Board resolution to the Company at cs@jamipol.com authorizing their representatives to attend and vote on their behalf at the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to cs@jamipol.com
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Voting on each resolution will be done by show of hands by Members during the Meeting, If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. *cs@jamipol.com* will be used for voting purposes.
8. A detailed Know Your Shareholders (KYS) form is annexed with the Annual Report. Members are requested to provide updated details as per the form attached and send it to the Registered Address of the Company or scan and mail the same to *cs@jamipol.com* with a copy to *admin@jamipol.com*
9. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DP) in case the shares are held by them in electronic form or in case the shares are held by them in physical form may follow the instruction as mentioned in point No. 8.
10. The Register of Members and Share Transfer Books will remain closed on July 19, 2021
11. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to *cs@jamipol.com* by 11:59 p.m. (IST) on July 18, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. no Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to *cs@jamipol.com*. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. (IST) on July 18, 2021.

12. JAMIPOL has lodged its entire shareholding with both CDSL & NSDL facilitating shareholders to dematerialize their individual holdings. The ISIN No. of JAMIPOL is INE900Y01013. Shareholders who intend to dematerialize their shares may contact their Depository Participant through which they are operating their Demat Account or contact the Investor Relation Officer of JAMIPOL at email *cs@jamipol.com* for further details.
13. Members are requested to send their queries to the Company at *cs@jamipol.com*, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
14. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report of the Company for F.Y 2020-21 is being sent through electronic mode only to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website *www.jamipol.com*.
15. Being unlisted shares (in any stock exchange), JAMIPOL shares become illiquid and some of the shareholders desired some kind of support from the Company in disposal of their shares. At times, our employees have also expressed their wish to become shareholders in the Company. To meet both these ends, any shareholder desirous of selling his/her shares, through this route, may inform to the secretarial department of the Company together with the number of shares to be sold and the minimum price expected (reserve price).

On receipt of such intimation, sealed bids (at or above the reserve price) shall be invited from the employees and the highest bidder will qualify to buy such shares. Thereafter the shareholder shall be informed to complete the transfer formalities at such highest bid value.

For any query, kindly mail to Ms. Kriti Khemka (Company Secretary & Investor Relations Officer) at E-Mail i.e. *cs@jamipol.com*

16. Members are requested to note that the dividends unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares pertaining to which dividend remains unclaimed for seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company are also mandatorily liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on *www.iepf.gov.in*.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address,

telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Company/RTA in case the shares are held in physical form, quoting their folio no. as mentioned in point 8 above.

17. The helpline number regarding any query/assistance for participation in AGM through VC/OAVM is 0657-2345428
18. Pursuant to Section 72 of the Companies Act, 2013 read with Rules framed thereunder, shareholders are entitled to make nomination in respect of shares held by them. Shareholders holding shares in physical form and desirous of making nomination(s) are requested to send their nomination(s) in the prescribed Form No. SH-13 duly filled in to the Company's Registrar and Share Transfer Agent, C.B. Management Services (P) Ltd. or to the Company at its registered office. Further, shareholders holding shares in electronic form are requested to contact their respective Depository Participant, with whom they are maintaining their demat account, for availing this facility.
19. A brief profile of the Director(s) who are being proposed to be appointed/re-appointed as required pursuant to the Secretarial Standards is annexed hereto.
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
21. Instructions for attending the AGM through VC/OAVM are as follows:
 - i. The Members will be provided with a facility to attend the AGM through VC using the Cisco Webex platform, which is a two-way Video-conferencing facility. The weblink for the same can be accessed by as below:
<https://tatasteel.webex.com/tatasteel/j.php?MTID=m4bee359823af277d4994508af358970e>
Further, the weblink for the AGM along with the password and other details have been shared to all the Members via an e-mail to their registered e-mail address as well.
 - ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - iii. On clicking on the above link, Members will be prompted with the below two options:
 - to open the Cisco meeting app if already downloaded, or
 - the link to download the Cisco Webex app
 - iv. After launching the Cisco Webex App, enter your name and email address if prompted and click on Next
 - v. Click on the 'Join Meeting' as shown on the monitor
 - vi. Provide the Meeting ID and password in the dialog box prompted, which is sent to the Members on their registered e-mail address along with the notice of this AGM and the Annual Report for the F.Y. 2020-21. Members are encouraged to join the Meeting through Laptops having webcam for better experience.
 - vii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - viii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Registered Office:

Namdih Road, Burmamines
Jamshedpur – 831 007
Tel: 0657 – 2345428 (Ext. 118)
Website: www.jamipol.com
E-Mail: kriti@jamipol.com
Dated: 20th April, 2021

By Order of the Board of Directors

Kriti Khemka
Company Secretary
M. No. : A44846

ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "The Act") the following statement sets out all material facts relating to the special businesses proposed in the notice dated 20th April, 2021.

Item No. 8

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. John Howard Dietrich (DIN-09080668), as an Additional Director of the Company (Category – Non-Executive) with effect from 24th February, 2021, in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of 26th Annual General Meeting of the Company. The Company has received a Notice in writing from a Member proposing his candidature for the office of the Director. The Company has also received the consent in writing from Mr. John Howard Dietrich to act as a Director of the Company and a certificate under Section 164 of the Companies Act, 2013 to the effect that he is not disqualified from being appointed as a Director.

Mr. Dietrich has over 30 years of experience in finance and business development roles. Currently he is engaged as Chief Executive Officer in Opta Group LLC. Previously he was the Chief Financial Officer of SunOpta a public Company and Opta's former parent Company and was also associated with PricewaterhouseCoopers, Chartered Accountants. Mr. Dietrich has completed his Bachelors of Business Administration from Wilfrid Laurier University and he is also a CPA and CFA.

The brief profile of Mr. John Howard Dietrich, including nature of his expertise and shareholding in the Company, etc. has been annexed hereto.

The Board of Directors, therefore, recommends an Ordinary Resolution as set out at Item No. 8 of the Notice for approval by the Members.

Mr. John Howard Dietrich and his relatives may be deemed to be interested in the resolution as set out at Item No. 8 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

Item No. 9

Mr. Polimera Srinivasa Reddy (herein after referred as Mr. P.S. Reddy or Mr. Reddy) was appointed as the Managing Director (MD) of the Company, not liable to retire by rotation, for a period of three years effective 1st February, 2018 to 31st January, 2021 and the said appointment was approved by the Shareholders at the Annual General Meeting of the Company held on 2nd August, 2018. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors (hereinafter referred to as 'the Board') at its meeting held on 20th January, 2021, re-appointed Mr. Reddy (DIN: 03181178) as MD, not liable to retire by rotation, for a further period starting from 1st February, 2021 to 31st July, 2023, subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting.

The Company has received from Mr. Reddy i) his consent to act the Managing Director of the Company in form DIR-2, ii) declaration that he is not disqualified from been appointed as a Directors in Form DIR-8. The Board, while re-appointing Mr. Reddy as MD of the Company, considered his background, experience and contributions to the Company.

Mr. Reddy is a graduate in Mechanical Engineering from Sri Venkateswara University, Tirupati. He did his Post Graduation in Industrial Engineering from the Indian Institute of Technology, Kharagpur. He has about 33 years of experience of which 27 years is in Tata Steel Limited. During his tenure in Tata Steel, he has worked in various functions such as Procurement, Strategic Sourcing and Industrial Engineering and played a key role in value creation through improvement initiatives like Value Engg., Total Operational Performance and Value based buying/selling. Prior to joining JAMIPOL, Mr. Reddy was serving as the Managing Director of TRF Ltd. He was also holding Chairmanship / Directorship position of various subsidiaries of TRF Ltd.

He has won many awards such as Mohta National Award for the best Value Engineering efforts and Corporate Sourcing Excellence Award. He has authored and presented a number of papers on Productivity Improvement, Quality and Value Management. Leadership, People Development, Strategy, Health and CSR are his key focus areas. He is currently the Chairman of the CSR & AA sub-committee of CII, Eastern Region and immediate past National President of the Indian Value Engineering Society.

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Act, read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board on the recommendation of the NRC, has re-appointed Mr. Reddy as Managing Director of the Company a period from 1st February, 2021 to 31st July, 2023, upon the terms and conditions hereinafter indicated, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

The main terms and conditions relating to the re-appointment and terms of remuneration Mr. P.S. Reddy are as follows:

Remuneration Package & Terms and Conditions

(a) Salary – Rs. 3,69,100/- per month in the salary scale of Rs. 3,69,000/- per month to Rs. 8,89,500/- per month.

Review of annual increment, which will be effective from 1st April each year, will be decided by the Board on the recommendation of the Nomination & Remuneration Committee and will be merit based and by taking into account the Company's performance during the previous financial year.

(b) Performance Bonus/Commission – Mr. Reddy shall be entitled to annual performance linked bonus and/or Commission, not exceeding 200% of the annual salary, based on certain performance criteria and such other parameters laid down by the Board/ Committees thereof. These amounts (if any) will be paid after the Annual Accounts have been approved by the Board and adopted by the Shareholders.

(c) Perquisites & Allowances – The perquisites and allowances detailed below provided that the aggregate value of the other perquisites shall be subject to a maximum of an amount equivalent to 55% of the annual salary.

PARTA

(i) Housing: Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company) till 31st March, 2021 and thereafter Rs. 2,85,175/- p.m till the conclusion of the tenure.

(ii) Other perquisites and allowances given below, subject to a maximum of 55% of the annual salary;

The categories of perquisites / allowances to be included within the 55% limit shall be –

Sl No.	Particulars	Percentage
a)	Allowances for Helper/ Education of Children / Other Allowances	33.34%
b)	Leave Travel Concession/Allowance	8.33%
c)	Medical allowance	8.33%
	Sub Total	50.00%
d)	Personal Accident Insurance } @ actuals	5.00%
e)	Club Membership Fees } subject to a cap of 2 (No's)	
	TOTAL	55.00%

PART B

Hospitalization, Transport, Telecommunication and other facilities:

- i. Hospitalization and major medical expenses for self, spouse and dependent (minor) children and dependent parents;
- ii. Car with chauffeur provided, maintained by the Company for official and personal use.
- iii. Telecommunication facilities including broadband, internet and fax.
- iv. Housing Loan as per the Rules of the Company.

PART C

Not to be considered or included for computation of ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

- I. Contribution to Provident Fund/Superannuation Fund or Annuity Fund as per the rules of the Company.
- II. Gratuity payable as per the Company's Gratuity Scheme.
- III. Privilege leave not availed shall be encashed in accordance with the Rules of the Company.
- IV. Leave as per the Rules of the Company.
- V. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules at actual cost
- VI. In the event of absence or inadequacy of profits of the Company in any financial year during the period of appointment, the Company shall pay to the Managing Director remuneration by way of salary, benefits, perquisites and allowances etc. and any performance linked bonus/commission, as specified above, subject to provisions of the Companies Act, 2013 (the Act) and Schedule V of the Act.
The entire remuneration package shall however be subject to the overall ceiling laid down under Sections 196 and 197 of the Act and conditions of Schedule V of the Act.
- VII. Mr. P. S. Reddy shall not, so long as he functions as the Managing Director of the Company be entitled to receive any fee for attending any meetings of the Board or any Committee Meetings thereof.
- VIII. If and when the term of Mr. P. S. Reddy's employment expires or is terminated for any reason whatsoever, he will cease to be the Managing Director and also cease to be a Director. If at any time he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and his employment shall forthwith terminate. If at any time he ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.
- IX. Refund of Excess Remuneration: In the event of Mr. P S Reddy drawing or receiving by way of remuneration any

such sums in excess of the limits prescribed by Schedule V to the Act or sanctioned by the Central Government if applicable, he shall refund such sums to the Company and, until such sums are refunded he shall hold the same in trust for the Company.

- X. Mr. P. S. Reddy shall so long as he functions as the Managing Director not become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company.
- XI. Mr. P. S. Reddy's appointment may be terminated by either party giving to the other party six months' notice in writing of such termination or the Company paying six months' remuneration in lieu thereof.
- XII. Managing Director may be entitled to Long Term Incentive Plan (LTIP) as per the Tata Steel Group Company's norms, subject to the approval and discretion of NRC/Board of Directors of the Company. This would be applicable in lieu of the Special Retirement Benefits for MD/ED as per the Tata Group norms.
- XIII. Mr. P. S. Reddy's employment may be terminated by the Company without notice or payment in lieu of notice, in case of any of the followings:
 - (a) if he is found guilty of any gross negligence or moral turpitude, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or
 - (b) in the event of any serious repeated or continuing breach (after prior warning) or non- observance by him of any of the stipulations contained herein; or
 - (c) in the event of the Board expressing its loss of confidence in him.
- XIV. Upon the termination of Mr. P.S.Reddy's employment by whatever means:
 - (a) he shall immediately tender his resignation as a Director of the Company and from such other offices held by him in the Company without claim for compensation for loss of office.
 - (b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
- XV. During Mr. P. S. Reddy's employment as the Managing Director, he shall adhere to the Tata Code of Conduct, ensure that there is no conflict of interest with the Company and maintain confidentiality.

The brief profile of Mr P.S. Reddy, including nature of his expertise and shareholding in the Company, etc. has been annexed hereto.

The Board of Directors, therefore, recommends the Special Resolution as set out at Item No. 9 of the Notice for approval by the Members.

Mr.P.S.Reddy and his relatives may be deemed to be interested in the resolution as set out at Item No. 9 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- a) **Nature of Industry:** The Company is engaged in manufacturing of Desulphurization (DS), Dephosphorization, Deoxidation and Cored Wire. JAMIPOL also provides grinding services for minerals such as Lime & Bentonite. It extends engineering and consultancy services for setting up DS Stations and also offers Total DS Management Services on a standalone basis or on Build, Own, Operate & Maintain basis to Steel Plants.

- b) **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing Company).
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

- d) **Financial performance based on given indicators:** (Rs. Lakh)

Particulars	2020-21	2019-20
Gross Revenue	22,055	23,606
Profit / (Loss) Before Income Tax	3,411	4,220
Less: Provision for Taxation		
Current Tax	825	1,066
Deferred Tax	42	(90)
Net Profit/ (loss) after Tax	2,544	3,244

- e) **Foreign investments or collaborations, if any:** The Company have not made any Foreign Investment neither entered into foreign collaboration during F.Y 2020-21

2. Information about the appointee:

- i. **Background details:** Prior joining JAMIPOL, Mr. Reddy was serving as the Managing Director of TRF Ltd. He was also holding Chairmanship / Directorship position of various subsidiaries of TRF Ltd
- ii. **Past remuneration:** Total Remuneration paid to Mr. Reddy during F.Y 2020-21 is Rs. 168.16 Lakh
- iii. **Recognition or Awards:** Mr. Reddy has won many awards such as Mohta National Award for the best Value Engineering efforts and Corporate Sourcing Excellence Award. He has authored and presented a number of papers on Productivity Improvement, Quality and Value Management. Leadership, People Development, Strategy, Safety, Health, Environment and Corporate Social Responsibility are his key focus areas. He is currently the Chairman of the CSR & AA sub-committee of CII, Eastern Region and immediate past National President of the Indian Value Engineering Society.
- iv. **Job Profile & his suitability:** Mr. Reddy's last term of appointment as the Managing Director of the Company expired on 1st February, 2021. Considering his contribution to the Company since his appointment, knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running & business growth, the services of Mr. P.S. Reddy should be available to the Company.
- v. **Remuneration Proposed:** As mentioned above
- vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration as proposed for Mr. P. S. Reddy is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company. Moreover, in his position as Managing Director of the Company, Mr. P.S. Reddy devotes his entire time in overseeing the operations of the Company.
- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** N.A.

3. Other information:

- a) **Reasons of loss or inadequate profits:** The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant

precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. P.S. Reddy i.e. till 31st July, 2023.

- b) **Steps taken or proposed to be taken for improvement:** JAMIPOL aspires to be Safety, Health, Environment & People First, Customer Centric & Technology Lead Organisation. Accordingly, the Company has targeted zero harm and lifestyle diseases and arranged several seminars and training programmes for its employees which helped to improve safety and thirteen employees attain normal sugar levels and two employees normal blood pressure without medicine. Further, future ready Leadership Coaching sessions were organised for key leaders of the organization. Company has been focussing on commercialising new products and engaging with Customers on an ongoing basis for sustainable Customer Value Creation. The Company has developed capability for cost reduction to improve margin.
- c) **Expected increase in productivity and profits in measurable terms:** The Company has drawn up an Annual Business Plan and Long Term Plan for sustainable and profitable growth .

Item No. 10

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Board has appointed M/s. S.K Sahu & Associates, Kolkata, Cost Accountant to examine and report on the Cost Audit of the Company's Records for the financial year 2021-22, in accordance with the Central Govt. Circular on audit Cost Accounting Report of the Company.

The Board has approved the remuneration of Rs. 35,000/- per annum plus applicable taxes payable to M/s S.K Sahu & Associates, Kolkata, Cost Accountant subject to the ratification from the Members. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 10 of the Notice.

Brief Profile of the Directors Seeking Appointment/Re-Appointment at the Annual General Meeting [Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India]

Name / Particulars	Mr. Dibyendu Bose	Dasho Topgyal Dorji	Dasho Wangchuk Dorji	Mr. John Howard Dietrich	Mr. P.S. Reddy
DIN	00282821	00296793	00296747	09080668	03181178
Date of Birth & Age	20/07/1961; 59 Years	02/02/1971; 51 Years	26/08/1966; 54 Years	04/09/1964; 56 Years	28/07/1963; 57 Years
Qualifications	Studied Engineering from Indian School of Mines and is an MBA from the Indian Institute of Management, Calcutta.	Graduated from New Hampshire College, New Hampshire, USA; Post Graduate in Metallurgy and Management from Norway	Graduate of New Hampshire College, USA, with specialization in Finance	Bachelors of Business Administration from Wilfrid Laurier University and he is also a CPA and CFA	Graduate in Mechanical Engineering from Sri Venkateswara University, Tirupati. Post Graduation in Industrial Engineering from the IIT, Kharagpur

Name / Particulars	Mr. Dibyendu Bose	Dasho Topgyal Dorji	Dasho Wangchuk Dorji	Mr. John Howard Dietrich	Mr. P.S. Reddy
Experience	<p>He has been with the Tata Steel group for over 33 years and was engaged with the International Trading Division of Tata Steel in 1992-1997. He was the Managing Director of TM International Logistics Limited for more than seven years before reverting to Tata Steel Ltd in 2013 as Group Director (Investments & New Ventures) looking after Tata Steel's Global Mining ventures, Group Capital Planning and Group Investment Management. In April 2019, he was appointed as Vice President Supply Chain, the position he currently holds.</p> <p>Apart from this, he is the Chairman in TM International Logistics Limited, Creative Port Development Private Limited and Subarnarekha Port Private Limited. He is also a Director in other Subsidiaries/Joint Ventures of Tata Steel.</p>	<p>He is the Vice-Chairman of Tashi Commercial Corporation, the largest business conglomerate in Bhutan and is also a Director on the Board of several companies in Bhutan. In recognition of his manifold contribution to the economy, Dasho Topgyal Dorji was made the President of the Bhutan Chamber of Commerce and Industries.</p>	<p>He is a Director in Tai Industries Limited for the last twenty eight years. He is the Vice-Chairman of Tashi Commercial Corporation, the largest business conglomerate in Bhutan and is also a Director on the Board of several companies in Bhutan.</p>	<p>He has over 30 years of experience in finance and business development roles. Currently he is engaged as Chief Executive Officer in Opta Group LLC.</p> <p>Previously he was the Chief Financial Officer of SunOpta a public Company and Opta's former parent Company and was also associated with PricewaterhouseCoopers, Chartered Accountants</p>	<p>He has about 33 years of experience of which 27 years in Tata Steel Limited. He was the Managing Director of TRF Ltd. prior to joining JAMIPOL</p>

Date of first appointment on the Board of Directors of the Company	22/01/2014	20/07/2006	23/11/1996	24/02/2021	1/02/2018
The No. of Meetings of the Board attended during the year 2020-21 (Total-6)	6	3	6	1	6
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Non-executive Director liable to retire by rotation; Remuneration: Not Applicable	Non-executive Director liable to retire by rotation; Remuneration: Not Applicable	Non-executive Director liable to retire by rotation; Remuneration: Not Applicable	Non-executive Director liable to retire by rotation; Remuneration: Not Applicable	Executive Director; Other details as per the explanatory note
The remuneration last drawn	Not Applicable	Not Applicable	Not Applicable	Not Applicable	As per the explanatory note
Shares held in Company	Nil	Nil	Nil	Nil	Nil
No. of Directorship held in other companies	i. Bamnipal Steel Ltd. ii. Subarnarekha Port Pvt. Ltd. iii. Creative Port Development Pvt. Ltd. iv. TM International Logistics Ltd.	i. Tai Industries Ltd ii. Tai Projects Pvt. Ltd.	i. Tai Industries Ltd	Nil	Nil

Registered Office:

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Jamshedpur – 831 007
Tel: 0657 – 2345428 (Ext. 118)
Website: www.jamipol.com
E-Mail: kriti@jamipol.com
Dated: 20th April, 2021

By Order of the Board of Directors

Kriti Khemka
Company Secretary
M. No. : A44846