

NOTICE

Notice is hereby given that the 27th Annual General Meeting of JAMIPOL Limited will be held on Monday, July 18, 2022, at 5:30 PM (IST) at the Beldih Club Residency Conference Hall, Beldih Triangle, Nothern Town, Jasmhedpur-831001 along with a facility to attend 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, 2022, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Samita Shah (DIN: 02350176), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a director in place of Mr. Rohan Ghosh (DIN: 00032965), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Eric Wiklendt (DIN: 08505340), who retires by rotation and being eligible, offers himself for re-appointment.
5. To declare a Final Dividend for the Financial Year 2021-22 of Rs. 22.22/- (i.e., 222.22%) on each Equity Share.
6. To appoint 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 the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013, M/s Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No.: 304026E) be and is hereby re-appointed as the Statutory Auditors of the Company for second term of five years (i.e. from F.Y 2022-23 to FY 2026-27) to hold office from the conclusion of the 27th Annual General Meeting through the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2027 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED Further That any Director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions."

SPECIAL BUSINESS

7. Appointment of Mr. Peeyush Gupta 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 provision 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) and Article 107 of the Article of Association of the Company, Mr. Peeyush Gupta (DIN: 02840511) who was appointed by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee as an Additional Director of the Company with effect from August 13, 2021 and who holds office upto the date of 27th 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 be liable to retire by rotation."

8. Appointment of Mr. Uttam Singh 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 provision 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) and Article 107 of the Article of Association of the Company Mr. Uttam Singh, (DIN: 09365485) who was appointed by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director of the Company with effect from October 20, 2021 and who

holds office upto the date of 27th 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 be liable to retire by rotation.”

9. Appointment of Mr. Amit Ghosh as an Independent 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 provision of Sections 149, 150 and 152 read with Schedule IV 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) and Article 107 of the Article of Association of the Company, Mr. Amit Ghosh (DIN: 00482967) who was appointed by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee as an Additional Director (Non-Executive Independent) on the Board of the Company with effect from September 30, 2021 and who holds office upto the date of 27th 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 Independent Director of the Company for a term of five consecutive years or attaining an age of 70 years, whichever earlier.”

“RESOLVED Further That Mr. Amit Ghosh being appointed in the capacity of an Independent Director would not be responsible for the day-to-day affairs of the Company and shall not be liable to retire by rotation.”

10. Appointment of Dr. Pingali Venugopal as an Independent 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 provision of Sections 149, 150 and 152 read with Schedule IV 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) and Article 107 of the Article of Association of the Company, Dr. Pingali Venugopal (DIN: 05166520) who was appointed by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director (Non-Executive Independent) on the Board of the Company with effect from August 1, 2021 and who holds office upto the date of 27th 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 Independent Director of the Company for a term of five consecutive years or attaining an age of 70 years, whichever is earlier.”

“RESOLVED Further That Mr. Pingali Venugopal being appointed in the capacity of an Independent Director would not be responsible for the day-to-day affairs of the Company and shall not be liable to retire by rotation.”

11. Commission to Non-Executive Directors

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 Sections 149, 197, 198 of the Companies Act, 2013 and Rules made there under and Article 115 of the Article of Association of the Company, authority is hereby accorded for payment of commission to the Non-Executive Directors of the Company (i.e other than a Managing/Whole-time Director) of not exceeding one percent of the net profits of the Company in each financial year, such amount as may be determined by the Board of Directors, for a period of five years from the financial year starting from April 1, 2022 up to and including the financial year ending on March 31, 2027, to be divided between such Directors in the manner as the Board of Directors (the ‘Board’ which term includes a duly constituted Committee of the Board of Directors) may from time to time determine.”

12. Ratification of Cost Auditor’s Remuneration for FY 2022-23.

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 or re-enactment 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 financial year ending March 31, 2023.”

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) in respect of the business under Item Nos. 7 to 12 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. 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.
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The instrument appointing a proxy, in order to be effective, to be deposited at the registered office of the company i.e., Namidih Road, Burmamines, Jamshedpur 831007, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
5. Corporate members intending to appoint an 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.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
8. Route Map for the venue of the Registered Office is annexed hereto for your reference.
9. 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
10. Voting on each resolution will be done by show of hands by Members during the Meeting, facility for voting through polling paper shall be made available, if demanded, at the Meeting and the Members attending in person, whose name are recorded in the Register of Members as on the close of business hours on Friday, July 15, 2022, shall be eligible to vote at the Meeting. Their voting rights shall be reckoned in proportion to the equity shares held by them in the Company as on Friday, July 15, 2022. In case of joint holder(s) attending the Meeting, only such joint holder who is higher in order of names, will be entitled to vote.
11. A detailed Know Your Shareholders (KYS) form is included in 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
12. 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. 11.

13. The Register of Members and Share Transfer Books will remain closed on July 15, 2022
14. 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 15, 2022. 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 15, 2022.

15. 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.
16. 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.
17. Section 20 of the Companies Act, 2013, as amended from time to time, permits service of documents on Members by a Company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed there under, as amended, the Annual Report 2021-22 along with the Notice for the Meeting are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their email addresses, physical copies of the Annual Report 2021-22 along with the Notice for the Meeting are being sent by the permitted modes. Members may note that the Annual Report 2021-22 along with the Notice for the Meeting will also be available on the Company's website www.jamipol.com
18. 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 Company Secretary 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

19. 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 at in case the shares are held in physical form, quoting their folio no. Further, Members may note that The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market.

20. 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 into the Company's Registrar and Share Transfer Agent, C.B. Management Services (P) Ltd./ 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.
21. 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.
22. Facility to attend the AGM through VC/OAVM will also be provided to the shareholders.
23. 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 MS Teams platform, which is a two-way Video-conferencing facility. The weblink for the same can be accessed by as below:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_OGM2MjYzYjgtmtU1Zi00M2U1LWFkN2QtZDI1Y2VIMjRjZTVi%40thread.v2/0?context=%7b%22id%22%3a%2297c5d3a3-d7ec-483e-a3c5-55c590feb08b%22%2c%22oid%22%3a%224030a05a-8332-4ce5-bd68-108bb14a6be8%22%7d
Further, The weblink for the AGM along with the password and other details have been shared to all the Members via an e-mail/letter to their registered e-mail address/postal 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 three options:
 - Download the Window app: Download the Teams desktop app, or
 - Continue on this browser: Joins a Team meeting on the web, or
 - Open your Teams app: If you already have the Teams app
 - After launching the Microsoft Team App, enter your name and email address if prompted
 - Click on the 'Join Now' as shown on the monitor
 - iv. Members are encouraged to join the Meeting through Laptops having webcam for better experience.
 - v. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - vi. 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 glitches.

Registered Office:

Namdih Road, Burmamines

Jamshedpur – 831 007

Tel: 0657 –2345428

Website: www.jamipol.com

E-Mail: kriti@jamipol.com

Date : April 22, 2022

By Order of the Board

Kriti Khemka
Company Secretary
M. No.: A44846

ANNEXURE TO NOTICE

The Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item Nos. 7 to 12 forms part of this Notice. Additional information, pursuant to applicable Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as annexure to the Notice.

Item No. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Peeyush Gupta (DIN- 02840511) as an Additional Director of the Company (Category – Non-Executive) with effect from August 13, 2021, in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of 27th 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. Peeyush Gupta 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. Peeyush Gupta has been with Tata Steel for about 30 years and has worked in various functional areas in Indian and Southeast Asian operations that include General Management, Marketing & Sales, Strategy, Finance & Performance Improvement Program. He currently handles the responsibility of ONE SUPPLY CHAIN that include Tata Steel Group shipping (for Indian & European operations), Integrated Planning across production plants, Processing of steel in regions, Raw Material logistics from mines & ports to various manufacturing plants and movement of finished steel to domestic & international customers.

Prior to taking over this responsibility, he was working as Vice President – Steel (Marketing & Sales) in Tata Steel Limited and handled revenue responsibility pertaining to Indian operations of Tata Steel. He has also served as President & CEO of Tata Steel (Thailand) Plc.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members for appointing Mr. Gupta as a Non-Executive Director of the Company.

Mr. Peeyush Gupta and his relatives may be deemed to be interested in the resolution as set out at Item No. 7 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. 7 of the Notice.

Item No. 8

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Uttam Singh (DIN- 09365485) as an Additional Director of the Company (Category – Non-Executive) with effect from October 20, 2021, in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of 27th 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. Uttam Singh 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. Uttam Singh, a qualified Metallurgical Engineer from IIT BHU, joined Tata Steel in 1992 as a Graduate Trainee. He spent his initial years working in Blast Furnace area. He was a part of Blast Furnace Operation, Engineering & Design and Technology for 24 years. He was designated as Dy Manager in 1999. He took the role of Chief Blast Furnaces in 2016. He currently leads the Iron Making division at Tata Steel.

Mr. Singh has a rich experience in leadership roles across Iron Making including Blast Furnace operation, guiding the development of coke rate prediction model for Blast Furnace operation and the evolution of refractory design, leading the team for the improvement in slag granulation system design. He is also heading the Hisarna (new generation Iron making) Steering Committee. Currently, Mr. Singh is holding the position of Vice President – Iron Making at Tata Steel.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 8 of the Notice for approval by the Members for appointing Mr. Singh as a Non-Executive Director of the Company.

Mr. Uttam Singh 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

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Amit Ghosh (DIN- 00482967) as an Additional Director of the Company (Category – Non-Executive Independent) with effect from September 30, 2021 in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of 27th 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. Amit Ghosh 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. The Board is satisfied that Mr. Ghosh meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and has submitted a declaration to that effect.

Mr. Amit Ghosh, a Commerce graduate from St. Xavier's College, Calcutta, holds a PGDBM from XLRI, Jamshedpur and is a Member of the Institute of Cost Accountants of India & The Institute of Directors.

He has a vast experience of 37 years in various greenfield ventures, brownfield expansion/ diversification and acquired ongoing concerns. Mr. Ghosh has served Tata Steel Limited and its multiple group companies. His areas of expertise include corporate financial restructuring, strategic planning exercises including value chain analysis to assist business growth, credit enhanced solutions to address transactional risks in commercial deals, acquisition integration and implementation of turnaround plans among others. As a Rotarian with Rotary Club of Calcutta, he engages in various community welfare services.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 9 of the Notice for approval by the Members for appointing Mr. Amit Ghosh as a Non-Executive Independent Director of the Company for a term of five consecutive years or attainment of an age of 70 years, whichever is earlier.

Mr. Amit Ghosh 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.

Item No. 10

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee appointed Dr. Pingali Venugopal (DIN- 05166520) as an Additional Director of the Company (Category – Non-Executive Independent) with effect from August 1, 2021, in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of 27th 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 Dr. Pingali Venugopal 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. The Board is satisfied Mr. Venugopal meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and has submitted a declaration to that effect.

Dr. Pingali Venugopal has teaching, industry, consulting and research experience in the Marketing function for over 40 years. He has been a faculty at XLRI, Jamshedpur since 1994 and the Dean of the institute from 2004 to 2010.

He has also been a visiting faculty to leading institutes in India including the Indian Institutes of Management in Ahmedabad, Lucknow, Kolkata, Ranchi, Kashipur, Visakhapatnam and Indore and international institutes including American University of Armenia and Educatis University Switzerland. He has also been inducted as a co-trainer for programmes done by Indo- US-Africa Trilateral co-operation on food security for functionaries from Kenya, Malawi and Liberia. Prior to joining academics Dr. Venugopal worked in the marketing department of Coromandel Fertilisers & Nagarjuna Fertilisers and Chemicals Ltd. for a period of 10 years. He has published 8 books and several articles in leading international journals. European Scientific Research Journal recognized him with the prestigious Distinguished Scholar Award for 2021.

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 10 of the Notice for approval by the Members for appointing Dr. Venugopal as a Non-Executive Independent Director of the Company for a term of five consecutive years or attainment an age of 70 years, whichever is earlier.

Dr. Venugopal and his relatives may be deemed to be interested in the resolution as set out at Item No. 10 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. 10 of the Notice.

Item No. 11

Pursuant to Section 149 read with Section 197 & 198 of the Companies Act, 2013 read with its allied Rules, Companies can pay Commission to Non-Executive Directors including Independent Directors subject to the approval of the Members.

Accordingly, the Members in its 22nd Annual General Meeting held on July 27, 2017 approved payment of commission to the Directors of the Company (other than a Managing/Whole-time Director) of not exceeding one percent of the net profits of the Company in each financial year and authorized the Board to determine and fix the Commission payable for each financial year for a period of five consecutive years starting from April 1, 2017 up to and including the financial year ending on March 31, 2022. Such Commission will be divided amongst such Non-Executive Directors, except Directors representing Tata Steel, in such manner as the Board of Directors may from time to time determine.

Since the last term of the Member's approval has concluded with the conclusion of Financial Year 2021-22, the Members are requested to consider and approve payment of the Commission to the Directors (other than a Managing / Whole-time Director) without any change once again for next five years.

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 11 of the Notice for approval by the Members.

Save and except above, 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. 11 of the Notice.

Item No. 12

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 2022-23, in accordance with the Central Govt. Circular on audit Cost Accounting Report of the Company.

The Board has approved the remuneration of Rs. 34,000/- 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 March 31, 2023.

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 12 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. 12 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]

1) Ms. Samita Shah (DIN: 02350176) (51 Years) is a BA (Economics) from Mumbai University and MBA from IIM, Ahmedabad. Ms. Shah joined Tata Steel in 2012. She has 20 years of experience in investment banking and has led several IPOs, bond issues, project financing, private equity and M&A transactions for Indian and multinational companies. Currently, she is Vice President - Corporate Finance, Treasury & Risk Management and looks after the financing requirements of Tata Steel Group. She is also the Chief Risk Officer for Tata Steel and has spearheaded the implementation of an enterprise-wise risk management process across the Tata Steel Group.

Ms. Shah was appointed as a Member of the Board effective April 21, 2016. Ms. Shah attended 4 out of 6 Board Meetings convened during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Ms. Shah is liable to retire by rotation as per the provisions of the Companies Act, 2013. Ms. Shah does not hold any share in JAMIPOL Ltd. She serves as a Director in the following Companies as on March 31, 2022:

- i) Tata BlueScope Steel Private Limited
 - ii) JAMIPOL Limited
 - iii) Abja Investment Co. Pte Ltd
 - iv) Tata Metaliks Ltd.
 - v) Tata Steel Special Economic Zone Limited
 - vi) Rujuvalika Investments Limited
 - vii) Natsteel Asia Pte. Ltd.
 - viii) TS Global Procurement Company Pte. Ltd
 - ix) Tata Steel Minerals Canada Limited
- 2) Mr. Rohan Ghosh (DIN: 00032965) (63 Years) is a BA (Hons). Mr. Ghosh has over three decades of experience and expertise in marketing of commodities, international trade, operations and general management. He has excellent leadership qualities and is a Managing Directors of TAI Industries Limited, a company listed with Bombay Stock Exchange, which deals in processed food products and industrial minerals.

Mr. Ghosh was appointed as a Member of the Board effective January 18, 2002. Mr. Ghosh attended 5 out of 6 Board Meetings convened during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Mr. Ghosh is liable to retire by rotation as per the provisions of the Companies Act, 2013. Mr. Ghosh holds 70 shares in JAMIPOL Ltd. He serves as a director in the following Companies as on March 31, 2022:

- i) Tai Industries Ltd
 - ii) JAMIPOL Limited
 - iii) Tashi Metals Private Limited
 - iv) Ronan Services Private Limited
 - v) Royal Calcutta Golf Club
- 3) Mr. Eric Wiklendt (DIN: 08505340) (49 years) has done his graduation in Business Administration from University of Notre Dame (USA) and subsequently MBA from The Wharton School. Mr. Wiklendt is presently serving as Director with Speyside Equity (A Private Equity Firm). He currently serves as a Director in the Board of SKW. His professional career spans over 20 years where he has handled different roles including those of President & CEO, VP (Strategic Marketing), Divisional Head. Some of the companies he has worked in his illustrious career are Anderson Worldwide, Deere & Co, Eaton Corporation, Kelix Heat Transformer System etc.

Mr. Wiklendt was appointed as a Member of the Board effective July 11, 2019. Mr. Wiklendt attended all 6 Board Meetings convened during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Mr. Wiklendt is liable to retire by rotation as per the provisions of the Companies Act, 2013. Mr. Wiklendt does not hold any share in JAMIPOL Ltd. Apart from JAMIPOL Limited, Mr. Wiklendt does not hold any other Directorship in India.

- 4) Mr. Peeyush Gupta (DIN: 02840511) (53 Years) is an MBA from McGill University, Montreal, Canada and has done Mechanical Engineering (Hons) from India. In addition, he is a Chevening Scholar from Leeds Business School and has completed a Senior Management Development program at CEDEP, France.

Mr. Peeyush Gupta has been with Tata Steel for about 30 years and has worked in various functional areas in Indian and Southeast Asian operations that include General Management, Marketing & Sales, Strategy, Finance & Performance Improvement Program. He currently handles the responsibility of ONE SUPPLY CHAIN that include Tata Steel Group shipping (for Indian & European operations), Integrated Planning across production plants, Processing of steel in regions, Raw Material logistics from mines & ports to various manufacturing plants and movement of finished steel to domestic & International customers.

Prior to taking over this responsibility, he was working as Vice President – Steel (Marketing & Sales) in Tata Steel Limited and handled revenue responsibility pertaining to Indian operations of Tata Steel. He has also served as President & CEO of Tata Steel (Thailand) Plc.

Mr. Peeyush Gupta chairs the Business council of Agrico and Bearings Division of Tata Steel. He was engaged with Confederation of Indian Industry (CII) Eastern region as the Chairman of West Bengal State Council, India for the year 2021-22.

Mr. Gupta was appointed as a Member of the Board effective August 13,2021. Mr. Gupta attended all 4 Board Meetings convened after his appointment during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Mr. Gupta is liable to retire by rotation as per the provisions of the Companies Act, 2013. Mr. Gupta does not hold any share in JAMIPOL Ltd. He serves as a director in the following Companies as on March 31, 2022:

- i) Mjunction Services Private Limited
- ii) Tata Steel Downstream Products Limited
- iii) JAMIPOL Limited
- iv) Creative Port Development Private Limited
- v) Subarnarekha Port Private Limited
- vi) Tata NYK Shipping PTE Ltd.
- vii) Tata Steel (Thailand) Public Company Limited
- viii) TM International Logistics Limited

- 5) Mr. Uttam Singh (DIN: 09365485) (53 Years) a qualified Metallurgical Engineer from IIT BHU, joined Tata Steel in 1992 as a Graduate Trainee. He spent his initial years working in Blast Furnace area. He was a part of Blast Furnace Operation, Engineering & Design and Technology for 24 years. He was designated as Dy Manager in 1999. He took the role of Chief Blast Furnaces in 2016. He currently leads the Iron Making division at Tata Steel.

Mr. Singh has a rich experience in leadership roles across Iron Making including blast furnace operation, guiding the development of coke rate prediction model for blast furnace operation and the evolution of refractory design, leading the team for the improvement in slag granulation system design. He is also heading the Hisarna (new generation Iron making) Steering Committee. Currently, Mr. Singh is holding the position of Vice President – Iron Making at Tata Steel.

Mr. Singh was appointed as a Member of the Board effective October 20,2021. Mr. Singh attended all 2 Board Meetings convened after his appointment during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Mr. Singh is liable to retire by rotation as per the provisions of the Companies Act, 2013. Mr. Singh does not hold any share in JAMIPOL Ltd. Apart from JAMIPOL Limited, Mr. Singh does not hold any other Directorship in India.

- 6) Mr. Amit Ghosh (DIN: 00482967) (68 Years) a Commerce graduate from St. Xavier's College, Calcutta, holds a PGDBM from XLRI, Jamshedpur and is a Member of the Institute of Cost Accountants of India and The Institute of Directors. He has a vast experience of 37 years in various greenfield ventures, brownfield expansion/ diversification and acquired ongoing concerns. Mr. Ghosh has served Tata Steel Limited and its multiple group companies. His areas of expertise include corporate financial restructuring, strategic planning exercises including value chain analysis to assist business growth, credit enhanced solutions to address transactional risks in commercial deals, acquisition integration and implementation of turnaround plans among others. As a Rotarian with Rotary Club of Calcutta, he engages in various community welfare services.

Mr. Ghosh was appointed as an Additional Director on the Board effective September 30, 2021. Mr. Ghosh attended all 3 Board Meetings convened after his appointment during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Being an Independent Director, Mr. Ghosh is not liable to retire by Rotation and does not hold any share in JAMIPOL Ltd. He serves as a director in the following Companies as on March 31, 2022:

- i) Tata Metaliks Limited
- ii) JAMIPOL Limited
- iii) The Indian Steel & Wire Products Ltd

- 7) Dr. Pingali Venugopal (DIN: 05166520) (63 Years) is an MBA and Doctorate from IIM, Ahmedabad.

Dr. Venugopal has over 40 years of experience in teaching, industry, consulting and research under Marketing

function. He has been a faculty at XLRI, Jamshedpur since 1994 and the Dean of the institute from 2004 to 2010.

He has also been a visiting faculty to leading institutes in India including the Indian Institutes of Management in Ahmedabad, Lucknow, Kolkata, Ranchi, Kashipur, Visakhapatnam and Indore and international institutes including American University of Armenia and Educatis University Switzerland. He has also been inducted as a co-trainer for programmes done by Indo- US-Africa Trilateral co-operation on food security for functionaries from Kenya, Malawi and Liberia. Prior to joining academics, Venugopal worked in the marketing department of Coromandel Fertilisers and Nagarjuna Fertilisers and Chemicals Ltd for a period of 10 years. He has published 8 books and several articles in leading international journals. European Scientific Research Journal recognized him with the prestigious Distinguished Scholar Award for 2021

Dr. Venugopal was appointed as an Additional Director on the Board effective August 1, 2021. Dr. Venugopal attended all 4 Board Meetings convened after his appointment during 2021-22. Details of the remuneration paid to Directors forms part of the Directors Report. Being an Independent Director, Mr. Venugopal is not liable to retire by Rotation and he does not hold any share in JAMIPOL Ltd. He serves as a director in the following Companies as on March 31, 2022:

- i) Tata Metaliks Limited
- ii) JAMIPOL Limited

Registered Office:

Namdih Road, Burmamines
 Jamshedpur – 831 007
 Tel: 0657 –2345428
 Website: www.jamipol.com
 E-Mail: kriti@jamipol.com

By Order of the Board

Kriti Khemka
 Company Secretary
 M. No.: A44846

Date: April 22, 2022

