

NOTICE

Notice is hereby given that the 29th Annual General Meeting of JAMIPOL Limited will be held on 19th July, 2024 at 5:00 PM (IST) at the New Conference Room, Opposite Library, Beldih Club, Beldih Triangle, Northern Town, Jamshedpur-831001 along with the facility to attend virtually via 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 31st, 2024, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rohan Ghosh (DIN:00032965), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Ms. Samita Shah (DIN: 02350176), who retires by rotation and being eligible, offers herself 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 2023-24 of Rs. 22.22/- (i.e. 222.22%) on each Equity Share.

SPECIAL BUSINESS

6. Ratification of Cost Auditor's Remuneration for FY 2024-25

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. 40,000/- (Rupees Forty 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 31st, 2025."

7. Appointment of Mr. Ravindra Pandey 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, 152 and 161 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. Ravindra Pandey (DIN: 07188637) who was appointed by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee as an Additional (Non-Executive Independent) Director on the Board of the Company with effect from July 26th, 2023 and who holds office upto the date of 29th 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. Ravindra Pandey being appointed in the capacity of Independent Director would not be responsible for the day-to-day affairs of the Company and shall not be liable to retire by rotation."

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') in respect of the business under Item Nos. 6 & 7 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., Namdih Road, Burma Mines, 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 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.
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 Meeting 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, if demanded, shall be made available at the Meeting. The Members attending the Meeting, whose names are recorded in the Register of Members as on the close of business hours on July 12th, 2024, 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 July 12th, 2024. 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 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.
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 in electronic form or in case the shares are held 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 12th, 2024.
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 1st, 2024 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 1, 2024.

15. JAMIPOL has lodged its entire shareholding with both CDSL & NSDL facilitating shareholders to dematerialize their shareholdings. 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 thereunder, as amended, the Annual Report 2023-24 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 2023-24 along with the Notice for the Meeting are being sent by the permitted modes. Members may note that the Notice for the Meeting will also be available on the Company's website i.e. www.jamipol.com
18. Being unlisted shares (on 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 their shares, through this route, may inform 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 the 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 RTA / Company 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 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 demate 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:-

Weblink- https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZDVjNzAwOGEtODRhZS00YTl3LTk4ZmYtMzk0OWQyZjEwNGVm%40thread.v2/0?context=%7b%22Tid%22%3a%2297c5d3a3-d7ec-483e-a3c5-55c590feb08b%22%2c%22Oid%22%3a%228e150b19-6040-4f75-8b49-0fa23388b785%22%7d

Further, the weblink for the AGM along with password and other details have been shared to all the Members via 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 below three options:
 - Download the window app: Download the Microsoft Teams desktop app, or
 - Continue on this browser; Join the Microsoft Teams meeting on the web, or
 - Open your teams app; if you already have the Microsoft Teams app
 - After launching the Microsoft Teams App, enter your name and email address if prompted and click on Next
 - Click on the 'Join Meeting' as shown on the monitor
 - iv. Members are encouraged to join the meeting through computer 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 aforesaid glitches.

Registered Office:

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

Date : April 22, 2024

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. 6 & 7 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. 6

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 2024-25, in accordance with the Central Govt Circular on Audit Cost.

The Board has approved the yearly remuneration of Rs. 40,000/- plus applicable taxes payable to M/s S.K Sahu & Associates, Kolkata, Cost Accountant for financial year 2024-25 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 31st, 2025.

The Board of Directors, therefore, recommends Ordinary Resolution as set out at Item No. 6 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. 6 of the Notice

Item No. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ravindra Pandey (DIN- 07188637) as an Additional Director of the Company (Category – Non-Executive Independent) with effect from July 26th, 2023 in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of 29th 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. Ravindra Pandey 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. Pandey 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. Pandey is a Banker who superannuated as Dy. Managing Director from State Bank of India (SBI). He had a stellar career spanning 37 years with SBI with proven track record in top leadership roles in domestic and international assignments. He has extensive knowledge, varied and rich leadership experience, covering all the facets of banking viz. Digital Banking, Corporate Credit, Risk and Regulatory Compliance, International Banking, Agri credit & Financial inclusion and strategic steering of very large, cross-functional teams. He has also built core competencies in Digital transformation, Risk management, Strategic thinking, Business transformation etc. He also held position of Chief Digital officer of SBI. He was instrumental in unlocking the value of merchant acquiring business of SBI through creation of a JV. As a digital banking strategist, he led adoption of emerging, disruptive and innovative processes to enable transformation of SBI as a digital bank with focus on superior customer experience with improved wallet share and improving efficiency. He has extensive Board level experience in financial services, having served on the Boards of several large and highly reputed organizations viz Yes Bank Ltd, NPCI etc. In addition, he was also a permanent invitee to the Board and other Board level committees of the State Bank of India.

The Board of Directors recommends Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members for appointing Mr. Ravindra Pandey as a Non-executive Independent Director of the Company for a term of five consecutive years or attainment of age of 70 years, whichever is earlier.

Mr. Ravindra Pandey 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.

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. Rohan Ghosh	Ms. Samita Shah	Mr. Eric Wiklendt	Mr. Ravindra Pandey
DIN	00032965	02350176	08505340	07188637
Date of Birth & Age	20/08/1958 65 Years	2/02/1971 53 Years	18/01/1973 51 Years	03/06/1962 61 Years
Qualifications	BA (Hons)	BA (Economics) from Mumbai University and MBA from IIM, Ahmedabad	Graduation in Business Administration from University of Notre Dame (USA) and MBA from The Wharton School	M.SC; CAIIB
Experience	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.	Ms. Samita 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	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. Pandey had a stellar career spanning 37 years with SBI with proven track record in top leadership roles in domestic and international assignments. He also has core competencies in Digital transformation, Risk management, Strategic thinking, Business transformation etc. He also held position of Chief Digital officer of SBI. He was instrumental in unlocking the value of merchant acquiring business of SBI through creation of a JV. He has extensive Board level experience in financial services, having served on the Boards of several large and highly reputed organizations viz Yes Bank Ltd, NPCI etc. In addition, he was also a permanent invitee to the Board and other Board level committees of the State Bank of India.
Date of first appointment on the Board of Directors of the Company	18/01/2002	21/04/2016	11/07/2019	26/07/2023

Name / Particulars	Mr. Rohan Ghosh	Ms. Samita Shah	Mr. Eric Wiklendt	Mr. Ravindra Pandey
The No. of Meetings of the Board attended during the year 2022-23 (Total-8)	6	6	7	3
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: Shall be paid a Sitting fee of Rs. 20,000/- per Board meeting attended and Rs. 15,000/- or Rs. 7,500/- per Committee Meeting attended (or as revised by the Board from time to time). Mr. Ghosh is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.	Non-Executive Director liable to retire by rotation; Remuneration: Ms. Shah has waived off all her remuneration	Non-Executive Director liable to retire by rotation; Remuneration: Shall be paid a Sitting fee of ₹20,000/- per meeting (or as revised by the Board from time to time) for attending Board Meetings. Mr. Wiklendt is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.	Non-Executive Director liable to retire by rotation; Remuneration: Shall be paid a Sitting fee of Rs. 20,000/- per Board meeting attended and Rs. 15,000/- per Committee Meeting attended (or as revised by the Board from time to time). Mr. Pandey is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.
The remuneration last drawn	Mr. Ghosh shall be paid i) Sitting Fees for attending Board & Committee Meetings, and ii) Commission based on the policy of the Company	Nil	Ms. Wiklendt shall be paid i) Sitting Fees for attending Board & Committee Meetings, and ii) Commission based on the policy of the Company	Mr. Pandey shall be paid i) Sitting Fees for attending Board & Committee Meetings, and ii) Commission based on the policy of the Company
Shares held in Company	70	Nil	Nil	Nil

Name / Particulars	Mr. Rohan Ghosh	Ms. Samita Shah	Mr. Eric Wiklendt	Mr. Ravindra Pandey
No. of Directorship held in other companies	a. Tai Industries Ltd. b. Ronan Services Pvt Ltd c. Royal Calcutta Golf Club d. Tashi Metals Pvt Ltd	a. Tata BlueScope Steel Private Limited b. Abja Investment Co. Pte Ltd c. Tata Steel Special Economic Zone Ltd d. Rujualika Investments Limited e. Tata Steel Limited Gratuity Fund f. The Provident Fund of Tata Steel Limited g. Tata Steel Limited Superannuation Fund h. Tata Steel Employee Pension Fund i. TS Global Procurement Co. Pte. Ltd	Nil	a. NSDL Data Base Management Ltd b. Bhartipay Services Pvt Ltd c. Trillionloans Fintech Pvt Ltd d. Payu Finance India Pvt Ltd e. Dreamfolks Services Ltd

By Order of the Board

Registered Office:

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

Kriti Khemka
 Company Secretary
 M. No.: A44846

Date: April 22, 2024

