



JVL AGRO INDUSTRIES LIMITED

Regd. Off: Jhunjhunwala Bhawan,
Nati Imli, Varanasi 221001, (U.P.)
Tele: +91-542-2595930-32; Fax: +91-542-2595941
e-mail: info@jvlagro.com ; website: www.jvlagro.com, www.jhoola.com
(CIN L15140UP1989PLC011396)

NOTICE

Notice is hereby given that the 25th (Silver Jubilee) Annual General Meeting of the members of JVL Agro Industries Limited will be held on Monday, September 22, 2014 at 11.00 A.M. at Hotel Gateway (Taj), Nadesar, Varanasi (U.P.), India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2014 and Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To declare a Dividend on equity shares for the financial year ended on March 31, 2014.
3. To re-appoint Mr. Adarsh Jhunjhunwala, Director (DIN 01602305) who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint Auditors and fix their remuneration and in this regard 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 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules 2014, and pursuant to recommendation of Audit Committee of the Board of Directors M/s Singh Dikshit & Company, Chartered Accountant, the retiring auditor of the company who have furnished the eligibility certificate under section 141 of the Companies Act, 2013 be and is hereby re-appointed as statutory Auditor of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the board of directors in consultation with audit committee, exclusive of travelling and other out of pocket expenses."

SPECIAL BUSINESS:

5. To appoint Mrs. Anju Jhunjhunwala (DIN: 00189221) as Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement,

Mrs. Anju Jhunjhunwala (DIN No.00189221), who was appointed as an Additional Director on August 25, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

6. To appoint Mr. Shashi Kant Dikshit (DIN: 01713172) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shashi Kant Dikshit (DIN: 01713172), who was appointed as a Director, is liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to September 21, 2019."

7. To appoint Mr. Mahesh Kedia (DIN: 01607928) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mahesh Kedia (DIN: 01607928), who was appointed as a Director, is liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013

from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to September 21, 2019.”

8. To appoint Mr. Kanhaiya Lal Goenka (DIN: 00213066) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kanhaiya Lal Goenka (DIN: 00213066), who was appointed as a Director, is liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to September 21, 2019.”

9. To appoint Mr. Harsh Agrawal (DIN: 03092264) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Harsh Agrawal (DIN: 03092264), who was appointed as a Director, is liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to September 21, 2019.”

10. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act,

2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sudhir Saxena, Cost Accountant, of Kanpur who was appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of Rs. 50,000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit as recommended by the audit committee be and is hereby ratified and confirmed.”

11. To increase the borrowing limits of Company beyond the Paid-up Capital and Free Reserves of the Company, and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as **Special Resolution**:

“**RESOLVED THAT** in the supersession of the earlier resolution passed by shareholders in 21st Annual General Meeting of the Company held on 30th day of September, 2010 under Section 293(1)(d) of the Companies Act, 1956 to the extent same as already acted upon, consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings and Powers of Board) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”) for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and conditions and with or without security from any Bank, financial institution or any other lending institutions, firms, bodies corporate or persons, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.3500 crores over and above the paid-up capital of the Company and its free Reserves.

12. To get consent to hypothecate and mortgage the movable and immovable properties of the Company pursuant to Section 180(1)(a) of Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as **Special Resolution**:

“**RESOLVED THAT** in terms of Section 180(1)(a) of the Companies Act, 2013 and the Companies (Meetings and Powers of Board) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the consent of the Company in General

Meeting be and is hereby accorded by special resolution to the Board of Directors to mortgage in future all or any of the movable or immovable property of the Company wherever situated, both present and the future and whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events in favour of any Banks and/or financial institutions, in consideration of and to secure the term loan/credit facilities and/or financial assistance of any manner upto Rs.3500 crores in the aggregate from the said institutions lent and /or to be lent to the Company together with the interest thereon at the agreed rate, compound interest additional interest, liquidated damages, premia on repayment, cost charges, expenses and the monies payable by the Company to the banks and/or financial institutions

under the loan agreement, letters of sanction , memorandum of terms and conditions entered into or to be entered into by the Company in respect of the financial assistance.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents to be executed in favour of the banks and/or financial institutions and to do all such acts and deeds, things as may be necessary or incidental thereto to give effect to this resolution.”

Place: Varanasi
Date: August 25, 2014

By order of the Board of Directors
Sd/-
Kartik Agrawal
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not be act as a proxy for any other person or shareholder. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
3. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and read with clause 35B of the Listing Agreement, the Company is providing its members the facility to exercise their right to vote at the meeting by

electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.

The procedure and instructions for voting through electronic means are as follows:-

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Now click on “Shareholders” to cast your votes.
- iii. Now select the Electronic Voting Sequence Number (“EVSN”) along with “Company Name” from the drop down menu and click on “SUBMIT”.
- iv. Now enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Captcha Code (image verification) as displayed and Click on “Login”.
- vi. Fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of O's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field
DOB#	Enter the Date of Birth as recorded in the Company records for the said folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in the Company records for the said folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company please enter the number of shares held by you as on 8th August, 2014 in the Dividend Bank details field

Please enter any one of the details in order to login.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members will then reach directly the EVSN selection screen.
- ix. The details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xvii. The voting period begins on 8th September, 2014 (9.00 a.m.) and ends on 10th September, 2014 (5.00 p.m.). During this period shareholders of the Company, holding shares as on the cut-off date of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in

evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact helpdesk.evoting@cdslindia.com; Tel. No. 022-66069031.

- xix. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- xx. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.
- xxi. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not be entitled to vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- xxii. The Company has appointed M/s. Adesh Tandon & Associates (Prop. Mr. Adesh Tandon) of Kanpur, Practicing Company Secretaries (Membership No. F2253 and Certificate of Practice No. 1121), as 'Scrutinizer' for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- xxiii. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

Place: Varanasi
Date: August 25, 2014

By order of the Board of Directors
Sd/-
Kartik Agrawal
Company Secretary

EXPLANATORY STATEMENT
UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

ITEM NO. 5

The Board of Directors of the Company appointed, pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Anju Jhunjhunwala as an Additional Director of the Company with effect from August 25, 2014. In terms of the provisions of Section 161(1) of the Act Mrs. Anju Jhunjhunwala would hold office as an Additional Director of the Company up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of Rs.1,00,000/- (Rupees One Lac only) under Section 160 of the Act proposing the candidature of Mrs. Anju Jhunjhunwala for the office of Director of the Company.

Mrs. Anju Jhunjhunwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mrs. Anju Jhunjhunwala fulfills the conditions for her appointment as a Director as specified in the Act and the Listing Agreement.

Mrs. Anju Jhunjhunwala is aged 55 years and is well versed with the industry and currently serving on Board of different companies. Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Anju Jhunjhunwala is appointed as Director.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mrs. Anju Jhunjhunwala herself, D.N. Jhunjhunwala, S.N. Jhunjhunwala and Adarsh Jhunjhunwala, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

ITEM NO. 6 to 9

Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal are Independent Directors of the Company who are liable for retire by rotation as per old Companies Act, 1956.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed Company.

It is proposed to appoint Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal as Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal for the office of Directors of the Company.

The Company has also received declarations from Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal are independent of the management.

Brief resume of Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal are interested in the resolutions set out respectively at Item Nos. 6 to 9 of the Notice with regard to their respective appointments.

Mr. Shashi Kant Dikshit, Mr. Mahesh Kedia, Mr. Kanhaiya Lal Goenka and Mr. Harsh Agrawal himself are interested and concerned in their respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos.6 to 9 of the Notice for approval by the shareholders.

ITEM NO. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Sudhir Saxena, Cost Accountant, of Kanpur as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at a remuneration of Rs.50,000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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

The Board commends the Ordinary Resolution set out at Item No.10 of the Notice for approval by the shareholders.

ITEM NO. 11

It may be mentioned here that the Companies Act, 2013 has been notified in the Official Gazette and is being implemented by the Ministry of Corporate Affairs in phases. On implementation of the provision of Section 180, approval of the shareholders shall be deemed to be in accordance with the relevant corresponding provisions of the Companies Act, 2013 subject to compliance of any transitional provisions prescribed by the Companies Act, 2013.

However, Section 180(1) (c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to borrow monies (apart from temporary loans obtained

or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company only with the consent of the Company by a special resolution.

Hence, the Special Resolution at Item No.11 is intended for this purpose. The Board commends the passing of Special Resolution at Item No.11 of the Notice to authorize the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.3500.00 crores over and above the paid-up capital of the Company and its free reserves for the business of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.11 of the Notice.

None of the other Company is interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

ITEM NO. 12

The Section 180(1)(a) of Companies Act, 2013 contemplates that sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company can be done after obtaining approval of shareholder in the general Meeting by way of Special resolution. As a legal precaution the corporate sector is of the view that mortgage/ hypothecation of property of the Company including movable/immovable property of the Company for the financial assistance taken or to be taken from the bank /Financial Institution etc. for the purpose of business of the Company with the lender may amount to disposal of undertaking in terms of aforesaid Section. Therefore having regard to extension of the mortgage and hypothecation in future, it has become necessary to confer upon the board the power to do so. Therefore an enabling resolution being proposed at item No.12 to be passed as special resolution.

Except for Mr. S.N. Jhunjhunwala, Managing Director, his relative & family members, none of the other independent directors are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.12 of the Notice.

The Board commends the Special Resolution set out at Item No.12 of the Notice for approval by the shareholders.

Place: Varanasi
Date: August 25, 2014

By order of the Board of Directors
Sd/-
Kartik Agrawal
Company Secretary



JVL AGRO INDUSTRIES LIMITED

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(CIN L15140UP1989PLC011396)

POLLING PAPER

JVL AGRO INDUSTRIES LIMITED

CIN No. L15140UP1989PLC011396

Registered office: Jhunjhunwala Bhawan, Nati Imli, Varanasi – 221001 (U.P.) India

Email: info@jvlagro.com; website: www.jvlagro.com, www.jhoola.com

Ph. No. +91-542-2595930-32; Fax: +91 – 5422595941

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

- Name(s) & Registered Address :
of the sole / first named Member
- Name(s) of the :
Joint-Holder(s), if any
- i) Registered Folio No. :
ii) *DP ID No. & Client ID No.
[*Applicable to Members holding shares in dematerialized form]
- Number of Share(s) held:
- I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated September 22, 2014, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

S. No.	RESOLUTION	No. of Shares	I / We assent to (FOR)	I / We dissent to (FOR)
	Ordinary Business			
1.	Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon.			
2.	Declaration of dividend on equity shares for the financial year ended 31st March, 2014			
3.	Appointment of a director in place of Mr. Adarsh Jhunjhunwala, who retires by rotation and being eligible, offers himself for re- appointment			
4.	Appointment of M/s Singh Dikshit & Co., Chartered Accountants, Varanasi as Statutory Auditors of the Company and to fix their remuneration.			
	Special Business			
5.	Appointment of Mrs. Anju Jhunjhunwala as Director of the Company			
6.	Appointment of Mr. Shashi Kant Dikshit as an Independent Director of the Company			
7.	Appointment of Mr. Mahesh Kedia as an Independent Director of the Company			
8.	Appointment of Mr. Kanhaiya Lal Goenka as an Independent Director of the Company			

S. No.	RESOLUTION	No. of Shares	I / We assent to (FOR)	I / We dissent to (FOR)
9.	Appointment of Mr. Harsh Agrawal as an Independent Director of the Company			
10.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015			
11.	Authorizing borrowing u/s 180(1)(c) of the Companies Act, 2013			
12.	Creation of Security u/s 180(1)(a) of the Companies Act, 2013			

Place:

Date:

.....

Signature of the Member

or

Authorized Representative

Notes:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Assent/Dissent Form by the Scrutinizer: September 20th, 2014 (6.00 pm).
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

- 1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders, however the shareholders, who do not have access to e-voting facility may convey their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered, and vote casted through physical assent/dissent shall be treated as invalid.
- 2. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on August 08, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Assent / Dissent Form.

- 1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and send it in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer, Mr. Adesh Tandon, Practicing Company Secretary, at the registered office of the Company on or before 6.00 p.m. on September 20, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- 2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint

holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

- 3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent /Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- 4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark(✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
- 5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- 6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
- 7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.
- 8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
- 9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.



JVL AGRO INDUSTRIES LIMITED

Regd. Off: Jhunjhunwala Bhawan,
Nati Imli, Varanasi 221001, (U.P.)
Tele: +91-542-2595930-32; Fax: +91-542-2595941
e-mail: info@jvlagro.com ; website: www.jvlagro.com, www.jhoola.com
(CIN L15140UP1989PLC011396)

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL (Joint shareholders may obtain additional slip at the venue of the meeting).

DP ID*

Folio No.

Client ID *

No. Of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 25th Annual general Meeting of the company held on 22nd September 2014 at 11.00 A.M. at Hotel Gateway (Taj), Nadesar, Varanasi – 221001 (U.P.) India

.....
Signature of shareholder/Proxy

*Applicable for shareholders holding shares in electronic form



Form No. MGT-11

Proxy form

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

CIN: L15140UP1989PLC011396

Name of the company: JVL Agro Industries Limited

Registered office: Jhunjhunwala Bhawan, Nati Imli, Varanasi – 221001 (U.P.) India

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

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

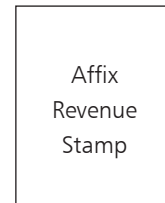
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the 22nd day of September 2014 At 11.00 A.M. at Hotel Gateway (Taj), Nadesar, Varanasi – 221001 (U.P.) India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

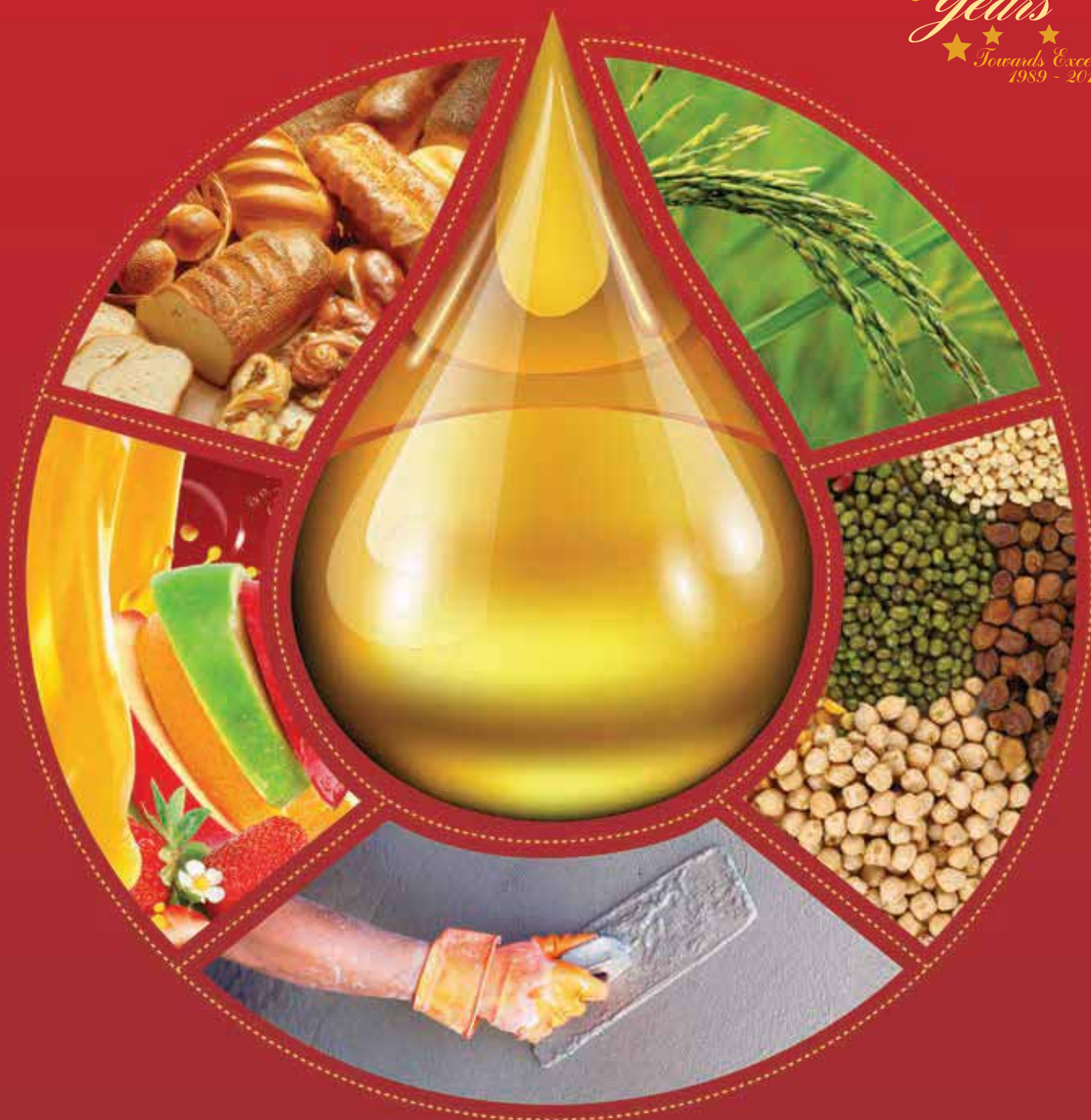
-
-
-

Signed this day of 20.....
Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ACHHE DIN
aaney waaley hain!

FROM EDIBLE OILS TO FMCG