



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 **26th Annual General Meeting** of the members of JVL Agro Industries Limited will be held on **Friday, September 25, 2015 at 3.00 P.M. at Hotel Radisson, The Mall, Cantonment, 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, 2015 and Statement of Profit & Loss for the year ended on that date and the report of Directors' and Auditor's thereon.
2. To declare a Dividend on equity shares for the financial year ended on March 31, 2015.
3. To re-appoint Mr. Dina Nath Jhunjhunwala, Director (**DIN 00189195**) 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 of Section 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 Accountants, 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 approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 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 (S.K. Saxena & Co., C/o 11, Shanti Nagar, Nai Sarak, Gwalior, Madhya Pradesh) 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, 2016, be paid the remuneration of ₹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."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts & take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To adopt new Article of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14, Schedule I made thereunder read with Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any

statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association pursuant to the Act based on the form of Table F under the Act as submitted to this meeting be and is hereby approved and adopted in substitution, and to the entire exclusion, of the articles contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do such acts, deeds and things as it may, in its absolute discretion, deem necessary and expedient to settle all questions, difficulties or doubts arising at any stage in this regard without requiring the Board to secure any further

consent or approval from the members of the Company and intend that they shall be deemed to have given their approval expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Varanasi
Date: August 25, 2015

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 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, relating to special business to be transacted at the meeting annexed hereto.
3. In terms of Sections 107 & 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:-

- A. In case of Shareholders receiving e-mail from CDSL:

- (i) The remote e-voting period begins on 22/09/2015 at 9:00 A.M. and ends on 24/09/2015 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Select the "JVL AGRO INDUSTRIES LIMITED" from the drop down menu and click on submit
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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| | For Members holding shares in Demat Form and Physical Form |
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders), and</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number/member ID in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</p> |

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| <p>(ix) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(x) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.</p> <p>Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.</p> <p>(xii) Click on the EVSN for the relevant JVL Agro Industries Limited on which you choose to vote.</p> <p>(xiii) 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.</p> <p>(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm</p> | <p>your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.</p> <p>(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.</p> <p>(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.</p> <p>(xix) Note for Institutional Shareholders:</p> <ul style="list-style-type: none"> • 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 Corporate. • A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. • After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. • The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. |
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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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 under help section or write an e-mail to helpdesk. evoting@cdslindia.com.

(xx) GENREAL INSTRUCTIONS :

- Commencement of e-voting: From 9:00 A.M. on 22/09/2015
End of e-voting: Up to 5:00 P.M. on 24/09/2015
- During the e-voting period, Shareholders of the Company, holding shares as on the cut-off date (record date) 18/09/2015 either in physical form or in dematerialized form may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on (record date) of 18th September, 2015

(xxi) The Company has appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No.1121), as 'Scrutinizer' to scrutinise the e-voting in a fair and transparent manner. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unblock 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.

(xxii) Kartik Agrawal, Company Secretary e-mail: kartikagrawal@jvlagro.com has been designated for the purpose of registering complaints by investor, pursuant to clause 47(f) of the Listing Agreement.

(xxiii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

(xxiv) Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able exercise their right at the meeting.

(xxv) The members who have cast their vote by remote e -voting may also attend the meeting but shall not be entitled to cast their vote again.

4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/Proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification for attendance at the meeting.
6. The company has notified closure of register of members and share transfer books of the company from 19th September 2015 to 25th September 2015 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to inform the change of their registered address to our Registrar Transfer agent (RTA), M/s MCS Share Transfer Agent Ltd. at its office at F-65, 1st Floor, Okhla Indl. Area, Phase 1, New Delhi 110 020 by quoting their folio number.
8. Company's equity shares are listed at Bombay Stock Exchange & National Stock Exchange.

Place: Varanasi
Date: August 25, 2015

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, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Sudhir Saxena, Cost Accountant (S.K. Saxena & Co., C/o 11, Shanti Nagar, Nai Sarak, Gwalior, Madhya Pradesh) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of ₹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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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.5 of the Notice.

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

ITEM NO.6

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1989. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal

with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August 25, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought by voting via e-Voting/polling in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Place: Varanasi
Date: August 25, 2015

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



ATTENDANCE SLIP

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)

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 26th Annual general Meeting of the company held on 25th September 2015 at 3.00 P.M. at Hotel Radisson, The Mall, Cantonment, Varanasi (U.P.) India

*Applicable for shareholders holding shares in electronic form

.....
Signature of shareholder/Proxy



Please Cut Here



Proxy Form

Form No. MGT-11

[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:

1. Name :

Address :

E-mail Id :

Signature : , or failing him

2. Name :

Address :

E-mail Id :

Signature : , or failing him

3. Name :

Address :

E-mail Id :

Signature : , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on the 25th day of September 2015 at 3.00 P.M. at Hotel Radisson, The Mall, Cantonment, Varanasi (U.P.) India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To consider and adopt audited financial statement, reports of the Board of Directors and Auditors. (Ordinary Resolution)
2. To declare a Dividend on equity shares for the financial year ended on March 31, 2015. (Ordinary Resolution)
3. To re-appoint Mr. Dina Nath Jhunjhunwala, Director who retires by rotation. (Ordinary Resolution)
4. Re-appointment of Statutory Auditor of the Company. (Ordinary Resolution)
5. To approve the remuneration of Cost Auditor. (Ordinary Resolution)
6. To adopt new set of Articles of Association of the company. (Special Resolution)

Affix
Revenue
Stamp

Signed this day of20.....

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can not act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the share capital of the Company carrying voting rights. A member holding more than 10 % of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a "X" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he wishes.
6. In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.