

## JVL AGRO INDUSTRIES LIMITED

(Under Corporate Insolvency Resolution Process)

Corporate Identification Number (CIN): L15140UP1989PLC011396

**Registered Office:** Village Tilmapur, Ghazipur Road, Ashapur, Varanasi - 221 007 (UP), India

**Tel :** +91 542 2595930-32; **Fax :** +91 542 2595941

**E-mail :** rpjvl@bdo.in || **Website :** www.jvlagro.com

### NOTICE OF ANNUAL GENERAL MEETING

JVL Agro Industries Limited is under Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC) in terms of Order passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench with effect from 25th July, 2018. Its affairs, business and assets are being managed by Mr. Supriyo Kumar Chaudhuri who was appointed as Resolution Professional (RP) vide order dated 10th September, 2018 of Hon'ble Tribunal, Allahabad Bench, in place of Interim Resolution Professional, Mr. Avishek Gupta. In view, the ensuing Annual General Meeting is being convened by the Resolution Professional.

On application made to the Hon'ble Tribunal, the Company has been granted an extension period of 90 days in the CIRP by the Hon'ble Tribunal vide order dated 22nd January, 2019. Since no Resolution Plans were approved in the meeting of the Committee of Creditors, the Resolution Professional has filed an application for liquidation as per provisions of Section 33 of the Insolvency and Bankruptcy Code, 2016. The application is pending before Hon'ble Tribunal, Allahabad Bench for direction.

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of JVL Agro Industries Limited ("the Company") is rescheduled and will be held on Friday, 28th August, 2020 at 11.00 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt both Standalone and Consolidated Audited Financial Statements of the Company for the year ended on 31st March, 2019, the reports of the Board of Directors and Auditors thereon 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 the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2019, the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

2. To re-appoint Mr. Adarsh Jhunjunwala (DIN: 01602305), Director of the Company, who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Adarsh Jhunjunwala (DIN: 01602305), Director of the Company, retiring by rotation at the 30th Annual General Meeting of the Company, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

#### SPECIAL BUSINESS:

3. To approve the remuneration of the Cost Auditors for the financial year 2017-18, 2018-19 and 2019-20 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 other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable during the financial years 2017-18, 2018-19 and 2019-20 to Mr. Sachin Chhaparia, Cost Accountant, appointed by the Resolution Professional of the Company to conduct the audit of cost records of the Company for the financial years 2017-18, 2018-19 and 2019-20, amounting to Rs. 75,000/- per annum (Rupees Seventy-Five Thousand) plus tax as applicable and reimbursement of conveyance expenses on actual basis as incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed."

4. To authorise change in registered office of the Company 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 provision of Section 12 and any other provisions of the Companies Act, 2013 read with rules made thereunder, including amendments thereto for the time being in force, the consent of the members be and is hereby accorded for shifting of registered office of the Company from its present location at Village Tilmapur, Ghazipur Road, Ashapur, Varanasi-221007 to Suryoday Complex, near J.P Mehta, Sikraul, Varanasi, Uttar Pradesh - 221002."

RESOLVED FURTHER THAT the Resolution Professional and/or Chief Financial Officer of the Company, be and are hereby authorized to sign, execute any deeds, documents and file the required e-form/s with the Registrar of Companies and any other statutory body or if required verification of the situation of the registered office of the Company.”

For **JVL Agro Industries Limited**  
(Under Corporate Insolvency Resolution Process)

**Supriyo Kumar Chaudhuri**

Resolution Professional for M/s JVL Agro Industries Limited  
IP Registration no. IBBI/IPA-001/IP-P00644/2017-18/11098

Place: Kolkata

Date: 21st July, 2020

#### **IMPORTANT NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuous restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 30th AGM of the Company is being conducted through VC / OAVM Facility, which does not require physical presence of Members at a common venue.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to preetiagarwal@kpasecretarial.com with a copy marked to helpdesk.evoting@cdslindia.com.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), relating to Business at Serial No. 3 and 4 to be transacted at the AGM is annexed hereto.
6. The re-appointment of the Directors are recommended only for the sole purpose of complying with the applicable provision(s) of the Companies Act, 2013 (as amended) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 17 of the IBC, the powers the Board of Directors shall stand suspended during the continuance of the CIRP.
7. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) regarding the Directors who are proposed to be re-appointed is annexed.
8. In line with the MCA Circulars and SEBI Circular, the Notice of the 30th AGM along with full Annual Report will be available on the website of the Company at [www.jvlagro.com](http://www.jvlagro.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at <https://www1.nseindia.com/>.
9. M/s MCS Share Transfer Agent Limited having its registered office at F - 65, Okhla Industrial Area, Phase - I, New Delhi -110 020 is appointed as the Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. MCS Share Transfer Agent Limited for assistance in this regard.

11. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their Demat Accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Share Transfer Agent.
12. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company. Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
13. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company's Registrar and Share Transfer Agent, for consolidation into a single folio.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 30th AGM being held through VC.
16. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
17. To support the "Green Initiative", Members who have not registered/updated their respective e-mail addresses with Company's Registrar and Share Transfer Agent - if shares are held in physical mode and with their DPs - if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 25th August, 2020 through email on [rpjvl@bdo.in](mailto:rpjvl@bdo.in). The same will be replied by the Company suitably.
19. Electronic copy of the Annual Report for Financial Year (FY) 2018-2019 together with a copy of the Notice of the 30th AGM of the Company inter-alia stating the process and manner of remote e-voting are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID, physical copies of the Annual Report for FY 2018-2019 and other documents are being sent in the permitted mode.
20. Friday, 21st August, 2020 has been fixed as 'Cut-off Date' for determining Shareholders entitled to facility of voting by remote e-voting as well as e-voting at said AGM following Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
21. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 22nd August, 2020 to Friday, 28th August, 2020, both days inclusive, in connection with ensuing AGM.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [rpjvl@bdo.in](mailto:rpjvl@bdo.in) from 15th August, 2020 (9:00 a.m. IST) to 20th August, 2020 (5:00 p.m. IST).
24. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
25. Members who need assistance before or during the AGM, can contact CDSL by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM**

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their right to vote electronically at the 30th Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL).

- b. The e-voting period commences on Tuesday, 25th August, 2020 at 9:00 a.m. and ends on Thursday, 27th August, 2020 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 i.e. 21st August, 2020, may cast their vote electronically. The e-voting module shall be disabled by Scrutinizer for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- c. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting as well as voting at the meeting.
- d. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (i) Click on "Shareholders/Members" tab.
  - (ii) Now Enter your User ID (For CDSL: 16 digits Beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID; Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Image Verification as displayed and Click on Login. If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first-time user, fill up the following details in the appropriate boxes and follow the steps given below (Applicable for both demat shareholders as well as physical shareholders).

PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department.
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#	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat Account or Folio.

\*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-digit sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number and enter the first two characters of the name. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence number is being communicated to you.

# Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company please enter the Member ID/Folio No. in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Member holding shares in Physical Form will then reach directly to the Company Selection screen. However, members holding shares in Demat Form will now reach 'Password Creation' menu wherein you are required to mandatorily enter your 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant "JVL AGRO INDUSTRIES LIMITED" on which you chose to vote.
- (vii) 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.
- (viii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xii) If Demat account holder has forgotten the changed password then enter the user ID and Image Verification and click on Forgot Password & enter details as prompted by the system.

- (xiii) Shareholders can also cast their vote using CDSL's Mobile App m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the Mobile App while voting on your mobile.
- (xiv) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. 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.

#### **General instructions/information for Members for voting on the Resolutions:**

- a. In case of any queries regarding remote e-voting you may refer to the Frequently Asked Questions ("FAQs") and User Manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact the Company or Registrar and Share Transfer Agent.
- b. Facility of e-voting shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the AGM.
- c. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- d. Voting rights of Shareholders (for voting through remote e-voting or by e-voting at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 21st August, 2020 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- e. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-off Date i.e. 21st August, 2020 may obtain the Login ID and Password by sending a request at [www.evotingindia.com](http://www.evotingindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- f. Preeti Agarwal, Partner of M/s. KPA & Co, Practicing Company Secretaries Firm, (Membership No. FCS 10297, CP No. 22698) has been appointed by the Resolution Professional of the Company to act as the Scrutinizer to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and she has given her consent for the same.
- g. The Scrutinizer will make, not later than two days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Resolution Professional or a person authorised by him in writing, who shall countersign the same.
- h. The Resolution Professional or the person authorised by him in writing forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.jvlagro.com](http://www.jvlagro.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after their declaration and communicated to the Stock Exchanges where the Company is listed viz. BSE Limited and National Stock Exchange of India Limited.
- i. Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

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#### **INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM**

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- iii. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:**

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system.
- (ii) Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.
- (iii) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) System requirements for best VC experience:  
Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more  
Microphone and speakers – built-in or USB plug-in or wireless Bluetooth  
Browser - Google Chrome: Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet Explorer: Not Supported
- (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.
- (vii) Members can post questions through Q&A feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

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#### **EXPLANATORY STATEMENT IN RESPECT OF BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

The Board of Directors/Resolution Professional of the Company in earlier years had appointed M/s S. K. Saxena Verma & Co., Kanpur (represented by Mr. Sudhir Kumar Saxena, Cost Accountant and Partner of the firm) as Cost Auditors for financial years 2017-18 and 2018-19. The erstwhile cost auditors, though appointed, had not given cost audit reports for the said years' inspite of repeated requests by the Resolution Professional. Therefore, it is proposed to replace the cost auditors by appointment of Mr. Sachin Chhaparia, so that compliance with respect to provision of Section 148 of the Companies Act, 2013 (the Act) can be done.

Further, the cost auditor for the financial year 2019-20 is also not been appointed by the Company. Hence, the new cost auditor shall be appointed for period of three years i.e., for financial years 2017-18, 2018-19 and 2019-20.

The remuneration of cost auditors is fixed at Rs. 75,000/- plus applicable tax and out of pocket expenses incurred for travelling, lodging and other expenses in connection with conducting the cost audit.

In accordance with the provision 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial years 2017-18, 2018-19 and 2019-20.

None of the suspended 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. 3 of the Notice.

The Resolution Professional commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

##### **Item No. 4**

As per provision of Section 12 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 relating to the procedure to be followed for, shifting of registered office of the Company outside the local limits of same city or town requires approval of the members by Special Resolution.

The registered office of the Company is presently situated at Village Tilmapur, Ghazipur Road, Ashapur, Varanasi – 221007. Earlier, the Resolution Professional of the Company at its meeting held on 16th March, 2020 decided that the registered

office of the Company be shifted to Puja Residency, B38/67, Mahmorganj Road, Near Passport Office, Mahmorganj, Varanasi, Uttar Pradesh-221010. However, due to current situation of COVID-19 pandemic in Mahmorganj area of Varanasi district, the Resolution Professional at its meeting held on 21st July, 2020, decided to shift the registered office at Suryoday Complex, near J.P Mehta, Sikraul, Varanasi, Uttar Pradesh – 221002, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State. With a view to improve operational efficiency, the Resolution Professional considered and subject to approval of members, approved the proposal of shifting registered office.

None of the suspended 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. 4 of the Notice.

The Resolution Professional commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

For **JVL Agro Industries Limited**  
(Under Corporate Insolvency Resolution Process)

**Supriyo Kumar Chaudhuri**

Resolution Professional for M/s JVL Agro Industries Limited  
IP Registration no. IBBI/IPA-001/IP-P00644/2017-18/11098

Place: Kolkata

Date: 21st July, 2020

### Annexure to the Notice

**Brief resume of director seeking re-appointment/appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	Mr. Adarsh Jhunjunwala
<b>Director Identification Number (DIN)</b>	01602305
<b>Date of Birth</b>	05/07/1983
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	27/02/2007
<b>Qualification</b>	Chartered Accountant and MBA (Finance)
<b>Expertise in specific functional area</b>	Commerce and Financial Accounting.
<b>Shareholding in the Company</b>	44,65,150
<b>List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)</b>	NIL
<b>Memberships /Chairmanships of Audit and Stakeholder's Relationship Committees across Public companies including JVL Agro Industries Ltd</b>	NIL
<b>Relationships between the Directors inter-se</b>	<ul style="list-style-type: none"> <li>• Son of Mr. Satya Narayan Jhunjunwala</li> <li>• Grand Son of Mr. Dina Nath Jhunjunwala</li> </ul>



# JVL AGRO INDUSTRIES LIMITED

Annual Report 2018-19



## Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements, written or oral, that we periodically make, contain forward-looking statements that set out anticipated results based on management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion relating to future performance of the Company.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# Corporate Information

## Board of Directors (Suspended during CIRP\*)

### Chairman

Mr. D. N. Jhunjunwala

### Managing Director & CEO

Mr. S. N. Jhunjunwala

### Whole-time Director

Mr. Adarsh Jhunjunwala

### Non-Executive Independent Woman Director (Additional Director)

Mrs. Rajani Pandey (w.e.f. 28th June 2018)

### Resolution Professional

Mr. Supriyo Kumar Chaudhuri

IP Registration No. IBBI/IPA-001/IP-P00644/2017-18/11098

BDO Restructuring Advisory LLP

C/O BDO India LLP

Floor 4, Duckback House

41, Shakespeare Sarani, Kolkata - 700017

### Chief Finance Officer

Mr. R. C. Garg

### Company Secretary

Mr. Kartik Agrawal

### Audit Committee

Mrs. Rajani Pandey

### Statutory Auditors

M/s A K Agrawal & Co.

### Secretarial Auditor

M/s. KPA & Co.

### Cost Auditor

M/s. S Chhaparia & Associates

### Bankers

Bank of Baroda

Punjab National Bank

State Bank of India

State Bank of Bikaner and Jaipur

State Bank of Hyderabad

State Bank of Travancore

Vijaya Bank

Corporation Bank

Indian Overseas Bank

Union Bank of India

Oriental Bank of Commerce

Allahabad Bank

Standard Chartered Bank

### Registrar and Share Transfer Agent

M/s. MCS Share Transfer Agent Limited

Communication Office: F-65, 1st Floor, OKhla Industrial Area

Phase I, New Delhi 110020

### Registered Office

Village Tilmapur, Ghazipur Road, Near Ashapur, Varanasi - 221007 (U.P)

### Works

- Village Naupur, P.O. Thanagaddi, Kerakat, Dist. Jaunpur (UP)
- JVL Agro Foods (a unit of JVL Agro Industries Ltd.)  
207 MIA, Alwar 301001, Rajasthan
- JVL Oils & Foods (a unit of JVL Agro Industries Ltd.)  
Village Chakia, P.O. Pahleja, District Rohtas, Bihar - 821307
- JVL Oil Refinery (A unit of JVL Agro Industries Ltd.)  
JL # 149, Mouza - Debhog, PS - Bhabanipur, Purba Medinipur, Haldia - 712657
- JVL Rice Mill (A unit of JVL Agro Industries Limited)  
Sasaram Akhorigola Road, Jorawarpur, District Rohtas, Bihar

\*The Company is under Corporate Insolvency Resolution Process (CIRP) vide order dated 25th July, 2018 of Hon'ble National Company Law Tribunal, Allahabad Bench. Hence, the powers of Board of Directors stand suspended w.e.f. 25th July, 2018. Further the RP Team proposes no new appointment of Directors due to ongoing CIRP which tantamount to non-adherence to the Companies Act and SEBI Norms regarding maintenance of composition of the Board.

## Directors' Profile

(Powers Suspended w.e.f. 25.07.2018 due to triggering of CIRP)

### Mr. D. N. Jhunjunwala

- Date of birth: February 02, 1936
- Date of appointment: November 17, 1989
- Expertise in functional areas: Industrialist
- Mr. D. N. Jhunjunwala is the Chairman of the Company. He is a graduate in Industrial Chemistry. He has 57+ years of experience in various facets of management, out of which 35 years were dedicated in various oil industries.
- Mr. D. N. Jhunjunwala promoted Jhunjunwala Vanaspati Limited in 1989 and he was President of Solvent Extractors Association, member of U.P. Oil Millers Association, member of Vegetable Oil Refiners Association of India and he is also involved with various philanthropic activities. He has written many books on social and religious topics.
- Qualification: B. Sc. (Industrial Chemistry)

### Mr. S. N. Jhunjunwala (disqualified w.e.f. November 1, 2017)

- Date of birth: April 24, 1957
- Date of appointment: November 17, 1989
- Expertise in functional areas: Industrialist
- Mr. S. N. Jhunjunwala is the Managing Director & Chief Executive Officer and is a Commerce graduate. He has 35+ years of experience in solvent extraction, oil refining and Vanaspati manufacturing units.
- Qualification: B. Com

### Mr. Adarsh Jhunjunwala

- Date of birth: July 05, 1983
- Date of appointment: February 27, 2007
- Expertise in functional areas: Commerce and Financial Accounting
- Mr. Adarsh Jhunjunwala is Whole Time Director of the Company.
- Qualification: Chartered Accountant and MBA (Finance).

### Mrs. Rajani Pandey

- Date of birth: June 10, 1978
- Date of appointment: June 28, 2018
- Expertise in functional areas: Education and Social Works
- Mrs. Rajani Pandey has been appointed as the Non-Executive Independent Woman Director of the Company. She is a BA. graduate in English. She has around 10 years of experience in different educational and social work initiatives.
- She is also involved with various philanthropic activities.
- Qualification: B.A. (English)