

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Jeet Machine Tools Limited will be held on Wednesday, 30th September, 2015 at 5:00 p.m. at the Registered office of the Company at 25 Ambalal Doshi Marghamam Street, Fort, Mumbai- 400 023 , to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss and Cash Flow for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajit Singh Chawla (DIN: 02451259), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint M/s. J. S. Bhatia & Co., Chartered Accountants (Firm Registration No.: 118806W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company for making investment(s) by way of subscription, purchase or otherwise the securities of any other body corporate, upto an aggregate amount not exceeding Rs. 50 crore (Rupees Fifty Crore) at any time notwithstanding that the aggregate of the loans or guarantees or securities given or to be given and / or investments so far made or to be made exceeds the limits/ will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, things as may be necessary, proper and expedient to give effect to this resolution.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approvals as may be necessary in this regard, Mr. Ajit Singh Chawla (DIN: 02451259), be and is hereby appointed as the Managing Director of the Company for a period of 5 years, liable to retire by rotation, with effect from 31st August, 2015 upto 30th August, 2020 on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice and that he shall not be drawing any remuneration from the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and take all such steps and do all such things as maybe necessary in this regard and execute such documents as may be required from time to time in connection with the above resolution and matters related thereto.”

For and on behalf of the Board

Sd/-

AJIT SINGH CHAWLA
DIRECTOR
(DIN: 02451259)

Place: Mumbai

Date: 31st August, 2015

Registered Office:

25 Ambalal Doshi Marg,
Hamam Street,
Fort, Mumbai – 400 023
Tel No. 022-22651944 /022- 22672124,
Fax.022-22675782, Email: qualitymachinetls@yahoo.co.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A *person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of total share capital of the Company. A Member holding more than ten percent (10%) of the share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.***

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members attending the Annual General Meeting (AGM) of the Company are requested to bring their copy of this Annual Report and duly filled in Attendance Slip to the Meeting.
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. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours upto the date of the Meeting.
6. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2014-15 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
7. Members are advised to register/update their address, e-mail addresses and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/ Branch code and account type) to their DPs in case of shares held in electronic forms and to the Company's RTA in

case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
9. Members, who hold shares in:
 - a. Multiple De-mat accounts and/ or
 - b. One or more folios in physical formare advised to consolidate their holdings in single De-mat account.
10. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
11. Members are requested to hand over the enclosed Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
12. Members desiring any information on the accounts are requested to write to the Company at least seven days in advance of the AGM.
13. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
14. Confidentiality of Security Details: Do not disclose your Folio Nos./ DP ID/ Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
15. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/ sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note/Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.

16. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2015.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of listing agreement, the Company is pleased to provide to the members facility to exercise their votes at the 31st AGM by electronic means and the business may be transacted through e-voting as per details below:
- a) Date and time of commencement of voting through electronic means: Sunday, 27th September, 2015 at 9:00 a.m.
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Tuesday, 29th September, 2015 at 5.00 p.m.
 - c) The e-voting module shall be disabled by CDSL for voting thereafter.
Details of Website: <http://www.evotingindia.com>
 - d) Details of persons to be contacted for issues relating to e-voting: Ms. Alka, Jeet Machine Tools Limited, 25 Ambalal Doshi Marg, Hamam Street, Fort, Mumbai – 400 023 , Tel No: 022-22651944 /022- 22672124 , Fax No : 022- 22675782 , E-mail: qualitymachinetls@yahoo.co.in
 - e) The shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically irrespective of mode of receipt of notice by the shareholders
18. **The instructions for Members for e-voting are as under:**

Pursuant to Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the listing agreement, the Company is providing facility for voting by electronic means and voting through ballot to all members as on the cutoff date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting by electronically and through ballot are given in below paragraphs. Such voting facility is in addition to the voting that may take place at the meeting venue on 30th September, 2015

A. The instructions for members for voting electronically:-

- a. Log on to the e-voting website www.evotingindia.com
- b. Click on "**Shareholders**" tab.
- c. Now, select the "**Jeet Machine Tools Limited**" from the drop down menu and click on "**SUBMIT**"
- d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. If you are a first time user follow the steps given below:

	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)</p> <ul style="list-style-type: none">• 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 sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB#	<p>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.</p>
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> <ul style="list-style-type: none">• 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 member id / folio number in the Dividend Bank details field.

- h. After entering these details appropriately, click on "**SUBMIT**" tab.

Members holding shares in physical form will then reach directly the Company 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.

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for '**Jeet Machine Tools Limited**'.

- l. 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.
- m. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire resolution details.
- n. 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.
- o. Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on '**Forgot Password**' and enter the details as prompted by the system.
 - Non-Individual 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.

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.

In case of members receiving the physical copy:

- (I) please follow all steps from sl. no. (a) to sl. no. (q) above to cast vote.

- (II) The voting period begins on Sunday 27th September, 2015 at 9:00 a.m and ends on Tuesday 29th September, 2015, 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 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (III) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date of 23rd September, 2015.
- C. A copy of this notice has been / shall be placed on the website of the Company and the website of CDSL.
- D. Mr. Jayesh Shah, Practicing Company Secretary (Membership No. FCS 5637) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Jayesh Shah, Scrutinizer, c/o. Jeet Machine Tools Limited, 25 Ambalal Doshi Marghamam Street, Fort, Mumbai- 400023, so as to reach him on or before 29th September, 2015 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.

- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within 2 (Two) days of conclusion of the annual general meeting and will be communicated to BSE Limited, who is required to place them on its website. The same shall also be placed on the website of CDSL.
19. (i) Members who have registered their e-mail addresses with the depositories or with the Company's RTA are being sent Notice of ballot by e-mail and members who have not registered their e-mail addresses will receive Ballot Form along with the Notice through Courier/ Post.
- (ii) Members can request for a Ballot Form at Jeet Machine Tools Limited, 25 Ambalal Doshi Marghamam Street, Fort, Mumbai- 400023 or they may also address their request through e-mail to: qualitymachinetls@yahoo.co.in Contact no. 022-22651944 /022- 22672124.
- (iii) Members desiring to exercise their votes through the physical Ballot Form are requested to return the form duly completed and signed to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 29th September, 2015. All Ballot Forms received after the said date will be treated as if the reply from such members has not been received. **No other form or photocopy of the Ballot Form will be permitted/ accepted by the Company.**
- (iv) In case of e-voting, Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to associates.rathi8@gmail.com or qualitymachinetls@yahoo.co.in (email id of Company) with a copy marked to helpdesk.evoting@cdslindia.com (cdsl email).
- (v) In case of voting by physical ballot, the institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before the close of working hours on 29th September, 2015.
- (vi) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared