



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone: +95-129-2477800, 2477806, CIN: L27104HR1970PLC005240

E-mail: jotindra@jotindra.com; Web-site: www.jstltd.com

NOTICE

The Forty Seventh Annual General Meeting of the Company will be held as scheduled below:

Date: Thursday, the 07th September, 2017

Time: 3.30 P.M.

Place: 14/3, Mathura Road, Faridabad-121003 (Haryana)

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri A.K. Sureka (DIN: 00060206), who retires by rotation and, being eligible, offers himself for re- appointment and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Shri A.K. Sureka, who retires by rotation and, being eligible for reappointment, be and is hereby appointed as a Director of the Company.”

3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of ensuing 47th Annual General Meeting until the conclusion of the 52nd Annual General Meeting and to fix their remuneration and 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, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. HUMS & Associates, Chartered Accountants, Delhi with firm registration number 022230N be and are hereby appointed as the Statutory Auditors of the Company in place of Salarpuria & Partners, Chartered Accountants, New Delhi to hold Office from the conclusion of the ensuing 47th Annual General Meeting till the conclusion of the 52nd Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed upon between Shri A.K. Sureka Managing Director and the aforesaid Auditors”

SPECIAL BUSINESS:

4. 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhiraj Arora (holding DIN 0006897134), a non-executive Independent Director of the Company, who is eligible for re-appointment 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, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. upto September 06, 2022 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

5. To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard 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 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to the Board of Directors for entering into related party transactions by the Company with effect from 1st April, 2017 upto a maximum amount per annum as specified herein below:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1ST APRIL, 2017.					
in Crores					
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship :	Transactions defined u/s 188(1) of the Companies Act,2013				Others
	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services ; Appointment of any agent for purchase or sale of goods; materials, services or property	
Sh. A.K. Sureka, Managing Director, Sh. V.K. Sureka and Sh. O.P. Bhardwaj Directors being the Promoter Directors and/or their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP.					
COMPANIES					
Sunav Industries Private Limited	-	-	-	-	15
Mauria Udyog Ltd.	100	100	10	100	100
Bihariji Ispat Udyog Ltd.	02	02	02	02	05
Quality Synthetic Industries Ltd.	02	02	02	02	02
Srinarayan Rajkumar Merchants Ltd.	02	02	02	02	02
JST Engineering Services Ltd.	01	01	01	01	01
Vee Em Infocentre Pvt. Ltd	01	05	03	05	02
Synergy Freightways Pvt. Ltd.	01	01	01	01	01
Sarvome Buildwell Pvt. Ltd.	01	01	01	01	01
Sarvome Developers Pvt. Ltd.	2.5	2.5	2.5	2.5	2.5
Sarvome Estates Pvt. Ltd.	2.5	01	01	01	01
Sarvome Housing Pvt. Ltd.	2.5	2.5	2.5	2.5	2.5
Sarvome Housing Projects Pvt. Ltd.	2.5	2.5	2.5	2.5	2.5
Sarvome Infrastructure Projects Pvt. Ltd.	05	05	05	05	05
Sarvome Real Estate Developers Pvt. Ltd.	01	01	01	01	01
TRUST SOCIETY/FIRMS/ LLP					
Sureka Public Charity Trust-	01	01	01	01	01
Ozone GSP Infratech-	-	-	-	-	25
Subsidiaries/step-down subsidiaries/joint ventures					
Directors/Kmps/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013	05	05	02	02	05
Note: Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

Further “Resolved that for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and matters as the Board of Directors and/or Committee thereof may in its absolute discretion consider necessary, proper, expedient or appropriate.”

6. To approve the remuneration of the Cost Auditors for the financial year ending March, 2018 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 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s Nisha Vats &Co the Cost Auditors appointed 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, 2018, be paid remuneration of Rs. 25000.”

“ Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
Jotindra Steel & Tubes Ltd.

-Sd.-
Shweta Garg
Company Secretary

Regd. Office: 14/3, Mathura Road
Faridabad-121 003(Haryana)
CIN: L27104HR1970PLC005240
05th August, 2017

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING(HEREINAFTER KNOWN “THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being 31st August, 2017 or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
3. The Register of members and share transfer books of the Company will remain closed from Friday, the 01st September, 2017 to Wednesday, the 07th September, 2017 (both days inclusive).
4. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In terms of Notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience, in future.
6. In terms of section 101 of the Companies Act 2013, read together with the rules made thereunder, the Company forwarded soft copies of the all the documents to be sent to the shareholders including the General Meeting notices along with Audited Accounts and requisite reports thereon to all those members who have

registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also be available on the Company's Website at www.jstltd.com. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at jotindrasteelandtubes@gmail.com quoting their folio number(s) or their DP/ CLIENT IDs.

7. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders.

8. Voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot or polling paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have appointed M/s RACHNA MITTAL, ACS-A29072, COP-16042 of RACHNA MITTAL AND ASSOCIATES, Company Secretaries in Practice, 205, Near HAFED, Mukesh Colony, Ballabgarh (Haryana) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) is 31st August, 2017.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Monday, 04 th September, 2017 at 9.00 A.M	Wednesday, 06 th September, 2017 at 5.00 P.M.

- i. Persons who have acquired shares and became members of the Company after dispatch of the Notice of AGM but before the cut-off date of 12th August, 2017, may obtain their user ID and password for e-voting from the Company's Registrar and share transfer Agent or CDSL.
- j. The procedure and instructions for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, the 04th September 2017 at 9.00 A.M. and ends on Wednesday the 06th September, 2017. 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 04th September, 2017 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.
- (iii) Click on Shareholders.
- (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 Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **JOTINDRA STEEL AND TUBES LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 emailed to 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 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.

(xx) 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.

i.If any member has any problem/ query regarding e-voting then he may contact to the below person:

Name: Puneet Mittal,
 Designation: General Manager
 Address: M/s BEETAL Financial & Computers Services Pvt. Ltd.
 BEETAL HOUSE , 99, Madangir, Behind Local Shopping centre
 Near Dada Harsukh Dass Mandir, New Delhi-110 062
 E-mail id: beetalrta@gmail.com
 Phone No. 011-29961281(6 Lines)

- ii. The e-voting module shall be disabled by CDSL for voting after 06th September, 2017 (by 05.00 pm).
- iii. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 31st August, 2017 .
- iv. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- v. The Scrutinizer after conclusion of voting by eligible members (whether through remote e-voting or ballot paper) shall prepare consolidated report and forward it to the Chairman of the Company, or any other director so authorized, who shall counter sign the same and declare the result within 48 hours of conclusion of the AGM. The result shall be declared by intimating to the stock exchanges and by placing on the website of the Company and Agency i.e. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. i.e. Thursday, the 07th of September, 2017.
- k) A Member can opt for only one mode of voting i.e. either through e-voting or at the venue of AGM through polling paper. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the voting through polling paper shall be treated as invalid.
- l) The result declared alongwith the Scrutinizer’s Report shall immediately be placed on the Company’s web-site www.jstltd.com and on the web-site of CDSL www.evotingindia.com and communicated to the Metropolitan Stock Exchange of India Ltd., where the shares of the company are listed

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), attached to the Notice dated 05th August, 2017 convening the 47th Annual General Meeting)

Special Business:

Item No. 4

Ordinary Resolution

The Company had, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Dhiraj Arora (DIN 0006897134) as Additional Director (Independent Directors) holding office upto the date of the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Dhiraj Arora(DIN: 0006897134), be appointed as an Independent Director on the Board of the Company.

The appointment of Mr. Dhiraj Arora, shall be effective upon approval by the members in the Meeting for a period of five years.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Dhiraj Arora as Independent Director of the Company.

Mr. Dhiraj Arora has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Dhiraj Arora fulfills the conditions specified in the Act and the rules framed thereunder for appointment/re-appointment as Independent Director and he is Independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Dhiraj Arora as Independent Directors is now being placed before the Members for their approval.

All the relevant documents the appointment of Mr. Dhiraj Arora as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during working hours on all working days (Monday to Saturday) except Sundays and holidays upto the date of Annual General Meeting.

A brief profile of Mr. Dhiraj Arora, to be appointed as Independent director pursuant to regulation 36 of the SEBI (listing obligations and disclosure requirements) regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (ICSI) is given separately as Annexure herewith.

Item No. 5

Special Resolution

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company seeks to obtain overall consent of the shareholder with monetary annual limits that the Board of Directors may enter into with its Related Parties (as defined under the Companies Act, 2013) from time to time for the financial year 2017-18 depending upon the business exigencies as it would be in compliance of and consistent with the requirement of obtaining prior approvals of the shareholders for each and every Related Party transactions.

All prescribed disclosures as required to be given under the provisions of Companies Act, 2013 and the Companies (Meeting of the Board and the Powers) Rules, 2014 are given under item no. 5 of the Notice in the tabular format for the kind perusal of the members

Members are hereby informed that pursuant to the second proviso of section 188(1) of Companies Act, 2013, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your company has approved this item in the Board Meeting held on 05th August 2017 and recommends the Resolution as set out in the Notice for the approval of members of the Company as a Special Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

Item No.- 6

Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 as per the following details:

Sl.No.	Name of the Cost Auditor	Industry	Amount of Fee
1	M/s Nisha Vats & Co.	Steel	Rs. 25000

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rule, 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 set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval by the shareholders.

By Order of the Board
Jotindra Steel & Tubes Ltd.

Sd/-
SHWETA GARG
Company Secretary

Regd. Office: 14/3, Mathura Road
Faridabad-121 003(Haryana)
CIN: L27104HR1970PLC005240
05th August, 2017

Annexure

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO. 02 & 04 IS FURNISHED AS BELOW:

Name of Directors	Shri Akhil Kumar Sureka	Shri Dhiraj Arora
Date of Birth	08/09/1978	06/04/1978
Date of First Appointment	01/08/2005	10/01/2017
Qualification	Commerce Graduate	Graduate
Expertise in specific functional area	19 Years working experience in Steel Industry	10 Years experience in Construction Real Estate Industry.
Relation with other Directors	Related with Mr. V.K. Sureka, Director of the company	Not related with any Director of the Company
List of public companies in which directorship held(including foreign Companies)	-Quality Synthetic Industries Ltd. -Prudent ARC Limited	-Bihariji Ispat Udyog Ltd.
Chairman/ Member of the Committee of Board of Directors of public Companies	<u>Quality Synthetic Industries Ltd</u> -Audit Committee (Member) & - Risk Management Committee (Member) <u>Jotindra Steel & Tubes Ltd.</u> -Risk Management /committee (Chairman)	<u>Jotindra Steel & Tubes Ltd.</u> -Audit Committee (Member) -Nomination & Remuneration Committee (Member) and --- - -Stakeholders' Relationship Committee (Member) <u>Bihariji Ispat Udyog Ltd.</u> -Audit Committee-(Chairman) -Nomination & Remuneration Committee-(Chairman) -Stakeholders Relationship Committee(Member) - Risk Mgt.Committee (Member)
Shareholding in the Company	5,23,626 Equity shares of Rs. 10/ each(As on 31.03.2017)	NIL



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone: +95-129-2477800, 2477806, CIN: L27104HR1970PLC005240

E-mail: jotindra@jotindra.com; Web-site: www.jstltd.com

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)

Name of the Member(s)

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name:..... of (Address).....having Email Id:.....

Signature:....., or failing him

2. Name:.....of (Address).....having Email Id:.....

Signature:....., or failing him

3. Name:.....of (Address).....having Email 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 46th Annual General Meeting of the Company, to be held on Thursday the 07th day of September, 2017 at 3.30 P.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against
	Ordinary Business		
1.	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri A.K. Sureka (DIN: 00060206), who retires by rotation and, being eligible, offers himself for re- appointment		
3.	To appoint HUMS AND ASSOCIATES Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of ensuing 47 th Annual General Meeting until the conclusion of the 52 nd Annual General Meeting and to fix their remuneration.		
	Special Business		
4	To appoint Mr. Dhiraj Arora (DIN: 006897134), a Non-executive Independent Director of the Company for a period of 5 years.		
5	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013		
6	To approve & ratify the Payment of Remuneration to M/s Nisha Vats & Co. the Cost Auditors (Firm Regd. No.- 102932), Cost Accountants, as cost auditors of the Company for the FY-2017-18..		

Signed thisday of2017

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

signature of second proxy holder

signature of third proxy holder

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.

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Jotindra Steel And Tubes Limited. Registered Office: 14/3, Mathura Road, Faridabad-121003 (Haryana). CIN: L27104HR1970PLC005240				
BALLOT PAPER				
S No	Particulars	Details		
1	Name of the first named Shareholder (In Block Letters)			
2	Postal address			
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares of Rs. 10/- each		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
Item Sl No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY BUSINESS			
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2	To Re-appoint of Shri A.K. Sureka (DIN: 00060206) as Director liable to retire by rotation..			
3	To appoint HUMS AND ASSOCIATES Chartered Accountants, Delhi as the Statutory Auditors of the Company to hold office from the conclusion of ensuing 47 th Annual General Meeting until the conclusion of the 52 nd Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary			
	SPECIAL BUSINESS			
1	To appoint Mr. Dhiraj Arora (DIN:006897134), a Non-executive Independent Director of the Company for a period of 5 years.			
	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013			
2	To Approve & Ratify the Payment of Remuneration to M/s Nisha Vats & Co. the Cost Auditors (Firm Regd. No.- 102932), Cost Accountants, as cost auditors of the Company for the FY- 2017-18			
Place:		(Signature of the shareholder)		
Date:				

NOTES/INSTRUCTIONS

For Members opting for e-voting

The Company is pleased to announce that it is offering e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of dispatching physical ballots. For the procedure to be followed for e-voting by Members, kindly refer to Notes 8 of the Notice dated August 05, 2017 forwarding along with this Postal Ballot Form.

Last date for e-voting is the close of working hours i.e. 5.00 PM on September 06, 2017.

For Members opting to vote by Physical Ballot

A shareholder desiring to exercise his/her vote by postal ballot may complete this form and send it to the Scrutinizer, appointed by the Company, in the attached prepaid self-addressed envelope. Postage is borne and paid by the Company. However, envelopes containing postal ballot, if sent through courier or by Regd. /Ordinary Post at the expense of the shareholder will also be accepted. The envelopes may also be deposited at the address of the company.

There shall be one postal ballot for every folio irrespective of the number of joint holders. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company). In case of joint holding, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder.

Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

No other form or photocopy of the attached Postal Ballot Form will be accepted by the Scrutinizer. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

Duly completed postal ballot forms should be received by the Scrutinizer not later than the close of working hours on 04th September 2017 (5.00 P.M. IST). Postal ballot forms received after this date will be treated as if no postal ballot has been received.

Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.

Voting rights shall be reckoned on the number of shares registered in the name of members as on August 31, 2017.

Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or E- Voting. If you are opting for e-voting then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.

The results declared alongwith Scrutinizer's Report, shall be placed on the Company's Web-site www.jstltd.com and on the web-site of the CDSL within two days of the passing of the Resolutions at AGM of the Company to be held on Thursday September 07, 2017 and communicated to the Metropolita Stock Exchange of India Limited. where the shares of the company are listed.



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone: +95-129-2477800, 2477806, CIN: L27104HR1970PLC005240

E-mail: jotindra@jotindra.com; Web-site: www.jstltd.com

Attendance Slip

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 47th Annual General Meeting held at 14/3, Mathura Road, Faridabad-121003(Haryana) on Thursday the 07th September, 2017 at 3.30 P.M.

Member's/proxy's Name _____

Member's/proxy's Signature _____

No. of Shares: _____

Folio No./DP Id No*/ Client Id Number* _____

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.