



JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

(U52100UP2008PLC035862)

Registered Office: Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India

NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of members of Jubilant Agri and Consumer Products Limited will be held as under:

DAY : **Tuesday**
DATE : **August 30, 2016**
TIME : **1:30 P.M.**
VENUE : **Registered Office:**
Bhartiagram, Gajraula,
District Amroha - 244223,
Uttar Pradesh, India

to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Priyavrat Bhartia [DIN: 00020603], who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s. K.N. Gutgutia & Co., Chartered Accountants, (Registration Number 304153E with the Institute of Chartered Accountants of India) be and is hereby ratified as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company.”

SPECIAL BUSINESS

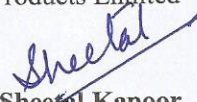
4. To ratify the remuneration of Cost Auditor appointed by the Board of Directors and for that purpose, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s J K

Kabra & Co., Cost Accountants (Registration No: 09 with the Institute of Cost Accountants of India), appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid remuneration of Rs. 1,75,000/- (Rupees One Lakh seventy Five Thousand only) excluding out of pocket expenses and service tax.

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

By Order of the Board
For Jubilant Agri and Consumer Products Limited


Sheetal Kapoor
Company Secretary

May 23, 2016

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the 8th Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF /HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS /PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 proxy for another person or member.

3. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
5. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
9. For the ease of the shareholders, a roadmap of the venue of the meeting is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4

The Board of Directors, at its meeting held on May 23, 2016, on recommendation of the Audit Committee, approved the appointment of M/s J. K. Kabra & Co., Cost Accountants, as the Cost Auditors at a remuneration of Rs. 1,75,000 in addition to reimbursement of out of pocket expenses, if any, and applicable taxes to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2017 in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment thereof.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment thereof, remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, your Directors commend the resolution for ratification of remuneration of M/s J. K. Kabra & Co., Cost Auditors for the Financial Year ending March 31, 2017 by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.



**INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING
REGARDING THE DIRECTOR PROPOSED TO BE RE-APPOINTED**

Name of Director	Mr. Priyavrat Bhartia
Age	39 Years
Experience and expertise in specific functional areas	Industrialist
Qualification	Bachelor in Economics from Dartmouth College (USA) and MBA from Stanford University
Date of first Appointment on Board	May 09, 2011
Terms and conditions of appointment / re-appointment	Director, liable to retire by rotation
No. of Equity Shares of Rs. 10/- each held in the Company	Nil
List of other companies in which Directorship are held*	<ul style="list-style-type: none"> • HT Media Limited • Firefly e-Ventures Limited • HT Mobile Solutions Limited • HT Digital Media Holdings Limited • HT Education Limited • Hindustan Media Ventures Limited • Jubilant Industries Limited • Earthstone Holding (Two) Limited
List of the Committee of Board of Directors (across all companies) in which Chairmanship/ Membership is held#	<p><u>Member</u></p> <ul style="list-style-type: none"> • Stakeholder Relationship Committee of HT Media Limited • Audit Committee of The Hindustan Times Limited • Stakeholder Relationship Committee of Jubilant Industries Limited • Audit Committee of Hindustan Media Ventures Limited
Number of Board Meetings attended during Financial Year 2015-16	Five Meetings
Relationship with other Directors and Key Managerial Personnel	Brother of Mr. Shamit Bhartia, Director

**As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign companies, Section 8 Companies and Private Limited Companies.*

Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

By Order of the Board
For **Jubilant Agri and Consumer Products Limited**

Sheetal
Sheetal Kapoor
Company Secretary

May 23, 2016

Jubilant Agri and Consumer Products Limited

Registered Office: Bhartiagram, Gajraula – 244223

District: Amroha, Uttar Pradesh, India

Corporate Identity Number: U52100UP2008PLC035862

Website: www.jacpl.co.in

Please complete this Attendance Slip and hand it over at the entrance of the meeting
Hall

Joint shareholders may obtain additional slip at the venue of the meeting.

1. Name of the sole/

First named shareholder: /

Name(s) of the Joint Holder(s), if any

2. Registered Folio No. /

3. Number of Shares held:

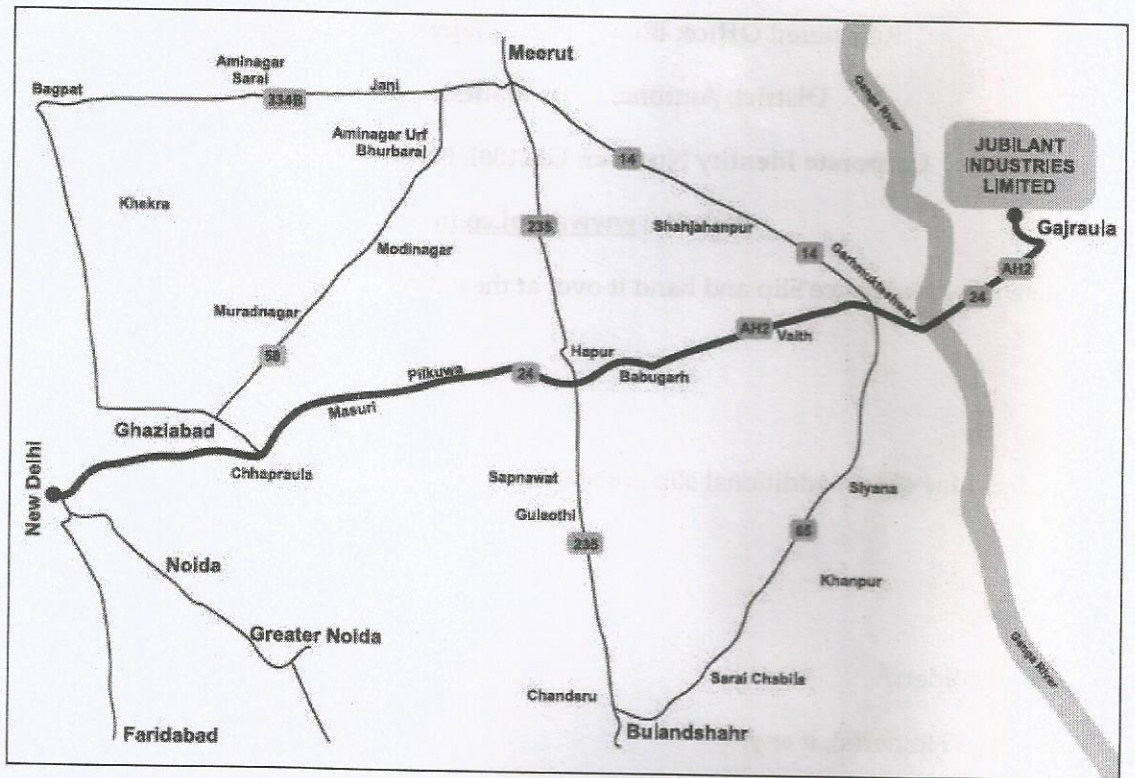
I/We hereby record my/our presence at the Annual General Meeting (“AGM”) of the Company held on Tuesday, August 30, 2016 at 01.30 PM at Bhartiagram, Gajraula – 244223 District: Amroha, Uttar Pradesh, India

Signature of the Shareholder or Proxy**:

**Strike out whichever is not applicable



Route map of the venue of the 8th Annual General Meeting of the Company



(Handwritten signature)